

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of LANSBROOK MASTER ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N22908.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Tenth day of June, 2013



CR2EO22 (1-11)

*Ken Detzner*

Ken Detzner  
Secretary of State

N22705

ARTICLES OF INCORPORATION  
OF  
LANSBROOK MASTER ASSOCIATION, INC.  
(A Corporation Not for Profit)

FILED

THE UNDERSIGNED subscriber(s) to these Articles of Incorporation hereby propose(s) the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida Articles of Incorporation, and hereby certify as follows:

ARTICLE I

Name

The name of this corporation shall be LANSBROOK MASTER ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 2500 Village Center Drive, Palm Harbor, Florida, and the initial Registered Agent at that address is Randy Crete.

ARTICLE II

Purpose

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in that certain real estate project known as LANSBROOK (hereinafter referred to as the "Project"), and the specific purpose is to perform the functions of the master association contemplated in the Declaration of Covenants and Restrictions for Lansbrook to be recorded in the Public Records of Pinellas County, Florida. (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) 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;
- (b) 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 office and other expenses incident to the conduct of the business of the Association;
- (c) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III

Membership and Voting Rights

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of property within the Project ("Owner") that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of conveyance. An Owner's voting rights in the Association shall be determined by the Declaration. Except as hereinafter provided for Class B members, no person other than an Owner in the Project may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to property within the Project; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

B. Classes of Membership and Voting. The Association shall have two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A members shall be all Owners except Developer (as defined in the Declaration). All Class B memberships shall belong to the Developer. Upon termination of Class B membership, as provided below, Class A members shall be all Owners, including Developer so long as such Developer is an Owner. Voting rights of the members, Class A or Class B, shall be as set forth in the Declaration. There shall be no cumulative voting for Directors or any other matters.

The Class B membership will terminate and convert automatically to Class A membership upon the happening of any of the following, whichever occurs first:

(a) The Developer conveys all of its respective right, title and interest in and to all property which may be subject to the Declaration.

(b) The Developer records a disclaimer of its respective Class B memberships.

Upon termination of Class B membership, all provisions of the Declarations, Articles, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each Class A membership is appurtenant to the property upon which it is based and is transferred automatically by conveyance of title to that property whether or not mention thereof is made in such conveyance of title.

#### ARTICLE IV

##### Term of Existence

The Corporation shall have perpetual existence.

#### ARTICLE V

##### Incorporator

The name and residence of the Incorporator to these Articles of Incorporation is the following:

<u>NAME</u>	<u>ADDRESS</u>
Victoria H. Carter	c/o Rudnick & Wolfe 201 E. Kennedy Blvd. Suite 1600 Tampa, Florida 33602

#### ARTICLE VI

##### Management

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Association from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Corporation, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be members of the Association except with respect to those who are elected by the Class B members. Any individual may hold two or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Corporation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B members, in their sole discretion, may voluntarily consent to the election of one director by the Class A members after 50% of the property in the Project has been conveyed to Class A members.

## ARTICLE VII

### Initial Officers

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles and the By-Laws are the following:

<u>Title</u>	<u>Identity</u>
President	Randy Crete
Vice President	Stacy Beyer
Secretary-Treasurer	Terri Eichler

## ARTICLE VIII

### Initial Board of Directors

The number of persons constituting the initial Board of Directors of the Corporation shall be three (3); and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles and the By-Laws, are the following:

Randy Crete	2500 Village Center Drive Palm Harbor, Florida
Stacy Beyer	2500 Village Center Drive Palm Harbor, Florida
Terri Eichler	2500 Village Center Drive Palm Harbor, Florida

## ARTICLE IX

### By-Laws

The By-Laws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of two-thirds of the Board of Directors, or after notice to the members, by the majority vote of Class A members, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership.

However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as Developer shall own any property which may become subject to the Declaration.

## ARTICLE X

### Amendments

A. At any time after the recordation of the Declaration in the Public Records of Pinellas County, Florida, amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statute for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(e) 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 both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

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

However, no amendment to these Articles of Incorporation shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as the Developer shall own any lots in the subdivision.

B. At any time before the recordation of the Declaration in the Public Records of Pinellas County, Florida, Amendments to these Articles of Incorporation shall be adopted by a vote of the majority of directors and the provisions of Section A of this Article shall not apply.

**ARTICLE XI**

**Registered Office and Agent**

Pursuant to Section 48.091 and Section 607.034, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Randy Crete  
2500 Village Center Drive  
Palm Harbor, Florida

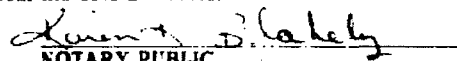
The above address is also the address of the registered office of the Association.

  
Victoria H. Carter, Incorporator

STATE OF Florida  
COUNTY OF Hillsborough

I HEREBY CERTIFY that on this 6<sup>th</sup> day of October, 1997 personally appeared before me, the undersigned authority, to be the person described in the foregoing Articles of Incorporation, and who acknowledged to me that she executed the same as her free act and deed for the uses and purposes therein set forth.

Witness my hand and official seal the date aforesaid.

  
NOTARY PUBLIC  
of State of Florida at Large  
My Commission Expires:  
\_\_\_\_\_

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been designated as Registered Agent for LANSBROOK EASTER ASSOCIATION, INC. hereby accepts such designation and agrees to act in such capacity.

  
\_\_\_\_\_  
Registered Agent

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
LANSBROOK MASTER ASSOCIATION, INC.  
(A Corporation Not for Profit)**

Pursuant to the provisions of Section 617.017 and Section 617.018 of the Florida Statutes, the undersigned corporation, Lansbrook Master Association, Inc., a Florida corporation not for profit (the "Corporation"), adopts the following Articles of Amendment to amend its Articles of Incorporation:

**1. Corporate Name**

The name of this corporation is LANSBROOK MASTER ASSOCIATION, INC.

**2. Amendments Adopted**

The Amendments adopted provide for:

- (a) A clarification of the purpose of the Corporation.
- (b) The specification of membership eligibility and voting rights pursuant to the Declaration of Covenants, Conditions, Restrictions and Easements for Lansbrook Master Association, Inc. (hereinafter referred to as "Declaration").
- (c) Enumeration of the management system prescribed by the Declaration.
- (d) Provision for amendment of the By-Laws of the Corporation.
- (e) Provision for amendments to the Articles of Incorporation of the Corporation.

**3. Text of Amendments**

A. ~~Clarification of Purpose~~. Article II of the Articles of Incorporation of the Corporation is hereby amended by deleting such Article in its entirety and substituting in lieu of such article the following new Article II which reads as follows:

**II.**

**Purposes**

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The purpose of this Association is to

promote the common interests of the owners of the properties as more particularly described in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Lansbrook Master Association, Inc. (hereinafter referred to as the "Declaration"), to be recorded in the Public Records of Pinellas County, Florida, as the same may in the future be amended, which purposes shall include but not be limited to:

(i) 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;

(ii) 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 office and other expenses incident to the conduct of the business of the Association; except as provided in the Declaration; and

(iii) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

B. Specification of Membership Eligibility and Voting Rights. Article III of the Articles of Incorporation is hereby amended by deleting such Article in its entirety and substituting in lieu of such Article the following new Article III which reads as follows:

III.

Membership and Voting Rights

(a) Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of property within the Properties ("Owner") that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of conveyance. An Owner's voting rights in the Association shall be determined by the Declaration. Except as hereinafter provided for the Class B member, no person other than an Owner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to property; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller and who has complied with the assignment requirements set out in Article IV Section 2 of the Declaration.

(b) Classes of Membership and Voting. The Association shall have two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A members shall be all Owners; the sole Class B member shall be Lansbrook Development Corp. hereinafter referred to as "Developer". Voting rights of the members, Class A or Class B, shall be as set forth in the Declaration, and the By-Laws. There shall be no cumulative voting by the Class A delegates, as defined and set forth in the Declaration and By-Laws.



The Class B membership will terminate and convert automatically to Class A membership upon the happening of any of the following, whichever occurs first:

(i) The Developer conveys all of its respective right, title and interest in and to all property which may be subject to the Declaration.

(ii) The Developer records a disclaimer of its Class B membership.

Upon termination of Class B membership, all provisions of the Declarations, Articles, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

(c) Transferability. Each Class A membership is appurtenant to the property upon which it is based and is transferred automatically by conveyance of title to that property whether or not mention thereof is made in such conveyance of title.

C. Amendment of Management Systems. Article VI of the Articles of Incorporation is hereby amended by deleting such Article in its entirety and substituting in lieu of such Article the following new Article VI which reads as follows:

#### VI. Management

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Association from time to time. Directors shall be elected for a one year term at the annual members' meeting to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, Vice President, Secretary, and a Treasurer of the Corporation, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may, but need not be Directors. Directors must be members of the Association except with respect to those who are elected by the Class B member. Any individual may hold two or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Corporation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

The Class B member shall have the right to elect all Directors as long as there shall be Class B membership, except that the Class B member may, in its sole discretion, relinquish such right through its voluntary consent to the election of one or more directors by the Class A delegates or upon the 20th anniversary of the recordation of the Master Declaration, whichever occurs

first. Informal action by the Class A delegates or Class B members may be taken in the manner prescribed by the By-Laws of the Corporation.

D. Provision for Amendment of By-Laws. Article IX of the Articles of Incorporation is hereby amended by deleting such Article in its entirety and substituting in lieu of such Article the following new Article IX which reads as follows:

#### IX By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors in the manner prescribed by Florida Statute. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of two-thirds of the Board of Directors, at any regular or special meeting or after notice to the Class A delegates and Class B member, by the affirmative vote of a number of Class A delegates sufficient to represent a majority of the Class A members and the affirmative vote of the Class B member at any regular or special meeting of the members.

However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Class B member without the written consent of the Class B member.

E. Provision for Amendment of Articles of Incorporation. Article X of the Articles of Incorporation is amended by deleting such Article in its entirety and substituting in lieu of such Article the following new Article X which reads as follows:

#### X. Amendments

A. At any time after the recordation of the Declaration in the Public Records of Pinellas County, Florida, amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Class B member shall be the sole member entitled to vote on amendments to these Articles for so long as the Class B member shall exist, except that, in its sole discretion, as to any given amendment, the Class B member may waive his right to and permit the Class A delegates to participate in the vote on that amendment.

(b) The amendment procedure shall be as follows:

(1) Written notice setting forth a proposed amendment or a summary of the changes to be affected thereby shall be given to each Class A delegate and the Class B member within the time and in the manner provided by Florida Statute for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(2) At such meeting, a vote shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a number of the Class A delegates sufficient to represent a majority of the Class A members eligible to vote and the affirmative vote of the

**Class B member.** Any number of amendments may be submitted to the members and voted upon by them at one meeting.

B. At any time before the recordation of the Declaration in the Public Records of Pinellas County, Florida, Amendments to these Articles of Incorporation; shall be adopted by a vote of the majority of the Board of Directors and the provisions of Section A of this Article shall not apply

**4. Authorization of Amendments**

The foregoing Amendments were adopted on \_\_\_\_\_, 1988 by written consent in lieu of meeting pursuant to Sections 607.181, 607.134, and 617.026, Florida Statutes, signed by all of the Directors and all of the members of the Corporation eligible to vote.

**5. Effective Date**

The effective date of the Amendment herein certified shall be the date of filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Amendment as of the \_\_\_\_\_ day of \_\_\_\_\_, 1988.

**LANSBROOK MASTER ASSOCIATION, INC.**

By: Robert C. Godbee  
Robert C. Godbee, President

By: Theresa M. Etehler  
Theresa M. Etehler, Secretary

By: Ralph [Signature]  
Ralph [Signature], Class A Delegate

Attest: Theresa M. Etehler  
Theresa M. Etehler, Secretary

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LANSBROOK MASTER ASSOCIATION, INC.

FILED  
00 SEP 25 AM 11:20  
TALLAHASSEE FLORIDA  
CLERK OF STATE

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation. We further certify that the Articles of Amendment to the Articles of Incorporation of Lansbrook Master Association, Inc., a not for profit corporation, organized under the laws of the State of Florida, was duly adopted by the members, and the number of votes cast for the Amendment was sufficient for approval at a meeting held on September 11, 2000.

Additions are Underlined  
Deletions are ~~Stricken Through~~

VI. Management is amended to read as follows:

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Association from time to time. All Directors shall be elected for a term of two (2) years on a staggered basis, with an even number of Directors elected each even year, and an odd number elected in odd years. No change in the size of the Board shall serve to shorten the term of any Director. At the election of Directors immediately following the adoption of this provision, the terms of all Directors shall expire, and a number constituting a bare majority shall be elected to a one (1) year term, and a lesser number constituting a bare minority shall be elected to a two (2) year term, in order to set up the staggered service as called for herein. The terms shall be chosen by lot by those persons elected. Directors shall be elected ~~for a one year term~~ at the annual members' meeting to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, Vice President, Secretary, and a Treasurer of the Corporation, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may, but need not be Directors. Directors must be members of the Association except with respect to

those who are elected by the Class B member. Any individual may hold two or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers shall have such duties as may specified by the Board or the By-Laws of the Corporation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

The Class B member shall have the right to elect all Directors as long as there shall be Class B membership, except that the Class B member may, in its sole discretion, relinquish such right through its voluntary consent to the election of one or more directors by the Class A Delegates or upon the 20th anniversary of the recordation of the Master Declaration, whichever occurs first. Informal action by the Class A delegates or Class B members may be taken in the manner prescribed by the By-Laws of the Corporation.

DATED: Sept. 11, 2000.

LANSBROOK MASTER ASSOCIATION,  
INC.

By: *Lydon Cliff*  
President

Attest:

By: *Kevin Collins*  
Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared *Stephen Althoff* and *Kevin Collins* the President and Secretary of LANSBROOK MASTER ASSOCIATION, INC., to me known and known to be the persons described in and who executed the foregoing Articles of Amendment and they each acknowledged before me that they signed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Pinellas County, Florida, this *11th* day of *September*, 2000.

*Yvonne R. Pugliese*

NOTARY PUBLIC  
State of Florida  
My Commission Expires:

