

**ARTICLES OF INCORPORATION**  
**OF**  
**WESTBURY COURT HOMEOWNERS ASSOCIATION, INC.**  
**(A Corporation Not For Profit)**

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, viz:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation shall be:

WESTBURY COURT HOMEOWNERS ASSOCIATION, INC.  
hereinafter in these Articles referred to as the "Association."

**ARTICLE II**

**PURPOSES**

The general nature, objectives, and purposes of the Association are:

(A) To promote the health, safety, and social welfare of the owners of all lots located within Westbury Court, a Subdivision in Manatee County, Florida (the "Subdivision"), being developed by Westbury Villas, Inc., a Florida corporation ("Developer").

**EXHIBIT "A"**

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(B) To maintain all portions of the Subdivision and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Declaration of Covenants, Conditions, Declarations and Easements for Westbury Court (the "Declaration"), which is recorded in O.R. Book 1332, Pages 0919, et. seq. of the Public Records of Manatee County, Florida, as amended from time to time.

(C) To operate without profit and for the sole and exclusive benefit of its members.

### ARTICLE III

#### GENERAL POWERS

The general powers that the Association shall have are as follows:

(A) To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

(B) To establish a budget and to fix assessments to be levied against all lots which are subject to assessment pursuant to the Declarations for the purpose of defraying the expenses and costs of effectuating the objectives and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements.

(C) To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

(D) To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

(E) To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes of which the Association is organized.

(F) To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.



(G) To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

(H) To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

(I) To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declarations.

(J) In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE IV

##### MEMBERS

The members of this Association shall consist of all owners of lots in the Subdivision, including Developer when an Owner. Owners of such lots shall automatically become members upon acquisition of the fee simple title to their respective lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership or any member who may own two or more lots so long as member owns at least one lot.

The interest of a member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the lot which is the basis of his membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and lot number; provided, however, that any notice given to or vote accepted from the prior owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

#### ARTICLE V

##### VOTING

The Association shall have two (2) classes of voting members:

Class "A": Each lot owner (other than the Developer, as long as Class "B" membership shall exist) shall be a Class "A" member. Each Class "A" owner shall be entitled to one (1) vote for each lot owned. When more than one (1) person owns an interest in any lot, all such persons shall be members. The vote for such lot

shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class "B": The Developer, or its successors or assigns, shall be the Class "B" member. The Class "B" membership shall terminate on the earlier of the occurrence of one of the following events:

(A) the Developer so elects by written notice to the Association, or

(B) the Developer has conveyed all lots owned by it to unrelated third parties.

Until such time as the Class "B" membership of the Developer is terminated, the Class "B" member shall have sole voting rights in the Association, and the Class "A" members shall have no voting rights in the Association, except in connection with amendment to these Articles or the Bylaws. After termination of the Class "B" membership, each Class "A" member shall have full voting rights on all matters to come before the Association as provided for in the Bylaws for the Association.

#### ARTICLE VI

##### **BOARD OF DIRECTORS**

(A) The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three or more than nine

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Directors. The Directors need not be members of the Association or residents of the State of Florida.

(B) All Directors shall be appointed by and shall serve at the pleasure of Developer until the "turnover" meeting, to wit: the annual or special meeting of members following termination of Class "B" membership as provided in Article V herein.

(C) All Directors who are not subject to appointment by Developer shall be elected by the members. Elections shall be by plurality vote.

(D) Except as hereinafter provided, the term of each elected Director shall expire upon the election of his successor at the next succeeding annual meeting of members. Commencing with the first annual meeting that either follows or constitutes the "turnover" meeting, all Directors elected by the members shall be elected on a staggered two-year-term basis. Accordingly, at such meeting, the one-half of the elected Directors receiving the highest number of votes, and, in addition, if there are an odd number of Directors elected, the Director receiving the next highest number of votes shall serve two year terms, and the other elected Directors shall serve one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one or two year terms as may be appropriate to make

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even, or as nearly as even as possible, the number of Directors serving one and two year terms. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal or death.

(E) Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Developer, in Developer's sole discretion.

(F) The names and addresses of the persons constituting the first Board of Directors, who shall serve until their successors are elected or appointed and have qualified, or until removed, are as follows:

Richard E. Simons	1747 Independence Blvd., #E-7 Sarasota, FL 34234
Bernice Simons	1747 Independence Blvd., #E-7 Sarasota, FL 34234
Sheila Shultz	1747 Independence Blvd., #E-7 Sarasota, FL 34234

#### ARTICLE VII

##### OFFICERS

(A) The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and



Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one year or until their successors are duly elected and qualified in accordance with the procedure set forth in the Bylaws.

(B) The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors are as follows:

Richard E. Simons	President
Bernice Simons	Vice President
Sheila Shultz	Secretary/Treasurer

#### ARTICLE VIII

##### CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE IX

##### BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the Directors in the manner provided by such Bylaws.

#### ARTICLE X

##### AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed by the affirmative vote of the holders of more than one-half of the total

votes of the Association membership. No amendment, however, altering the number of votes attributable to any lot pursuant to Article V hereof shall be effective without the prior written consent of the owner of such lot. Moreover, no amendment affecting the rights of Developer shall be effective without the prior written consent of Developer.

**ARTICLE XI**

**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be at 1747 Independence Blvd., #E-7, Sarasota, Florida 34234, and the registered agent at such address shall be Richard E. Simons. The Association may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE XII**

**BUDGET AND EXPENDITURES**

The Association shall obtain funds with which to operate by annual assessment of its members in accordance with the provisions of the Declarations, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing fiscal year and for the purpose of levying assessments against all lots subject to assessment, which budget shall be conclusive and binding upon all

persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XIII

SUBSCRIBER

The name and street address of the subscriber of these Articles is as follows: Richard E. Simons, 1747 Independence Blvd., #E-7, Sarasota, FL 34234.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, or his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all Officers and Directors for any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

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ARTICLE XV

DISSOLUTION OF THE ASSOCIATION

(A) Upon expiration of the term of the Declarations, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the total votes of the Association membership, and upon compliance with any applicable laws then in effect.

(B) Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) Except as may be otherwise provided by the terms of the Declarations, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the lots in the Subdivision prorata to the number of votes attributable to such lots pursuant to Article V hereof, and the share of each shall be distributed to the then owners thereof.

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ARTICLE XVI

**BINDING EFFECT**

The provisions hereof shall bind and inure to the benefit of the members and Developer and their respective successors and assigns.

ARTICLE XVII

**TRANSACTIONS IN WHICH  
DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or any other organization in which one or more of its Officers or Directors or Officers or Directors of the Association shall be invalid, void or voidable, solely for this reason, or solely because the Officer or Director is present at, or participated in, meetings of the Board or committee thereof, which authorized the contract or transaction, or solely because said Officers or Directors votes are counted for such purpose. No Director or Officer of the Association shall incur liability solely by reason of the fact that the Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

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IN WITNESS WHEREOF, the above-named subscriber has hereunto set his hand and seal this 19th day of February, 1993.

Richard E. Simons  
RICHARD E. SIMONS

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19 day of FEBRUARY, 1993, by RICHARD E. SIMONS, who is personally known to me or who has produced \_\_\_\_\_ as identification and who [ ]did [ ]did not take an oath.

Sheila Shultz  
(Notary Public Signature)

Sheila Shultz  
(Notary's Name Typed, Printed or Stamped)

(Commission Number)		<u>SHEILA SHULTZ</u>
(Commission Expires)		Notary Public, State of Florida My Comm. Expires July 4, 1994 No. CC927097

**ACCEPTANCE**

Having been named as Registered Agent and to accept service of process for WESTBURY COURT HOMEOWNERS ASSOCIATION, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

2/19/93  
Date

Richard E. Simons  
RICHARD E. SIMONS  
Registered Agent


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STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19<sup>th</sup>  
day of FEBRUARY, 1993, by RICHARD E. SIMONS, as  
Registered Agent for Westbury Court Homeowners Association, Inc.,  
who is personally known to me or who has produced \_\_\_\_\_  
as identification and who did did not take an oath.

Sheila Shultz  
(Notary Public Signature)  
Sheila Shultz  
(Notary's Name Typed, Printed or Stamped)

(Commission Number)		<b>SHEILA SHULTZ</b> Notary Public, State of Florida My Comm. Expires July 4, 1994
(Commission Expires)		No. CC027097

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