

Lexington Community Association, Inc.

ARTICLES OF INCORPORATION

As Amended 03-26-19

Table of Contents

RECORDED INCORPORATION CERTIFICATE.....	1
ARTICLE I NAME; PRINCIPAL OFFICE OF ASSOCIATION	2
ARTICLE II PURPOSE AND POWERS.....	2
ARTICLE III MEMBERS	3
Section 1. Membership	3
Section 2. Voting Rights	3
(a) Voting	3
(b) Neighborhood Voting	3
(c) Neighborhood Committees	3
Section 3. Meetings of Members	3
Section 4. General Matters.....	3
ARTICLE IV CORPORATE EXISTENCE.....	3
ARTICLE V BOARD OF DIRECTORS.....	4
Section 1. Management by Directors.....	4
Section 2. Election of Directors	4
Section 4. Original Board of Directors	4
Section 5. Vacancies	4
Section 6. Term of Office	5
ARTICLE VI OFFICERS.....	5
Section 1. Officers Provided For.....	5
Section 2. Election and Appointment of Officers	5
Section 3. First Officers	5
ARTICLE VII BYLAWS	5
ARTICLE VIII AMENDMENTS; CONFLICTS.....	6
Section 1. Amendments	6
Section 3. Conflicts.....	6
ARTICLE IX INDEMNIFICATION.....	6
Section 1. Indemnification	6
Section 2. Expenses	6
Section 3. Expenses	6
Section 4. Other Rights.....	7
Section 5. Indemnity Insurance.....	7
Section 6. Amendments to Indemnification.....	7
ARTICLE XI REGISTERED AGENT.....	7
CERTIFICATE DESIGNATING PLACE OF BUSINESS	8

RECORDED INCORPORATION CERTIFICATE

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on November 14, 2000, to Articles of Incorporation for LEXINGTON COMMUNITY ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H00000059748. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N95000002169.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifteenth day of November, 2000

Authentication Code: 500A00058742-111500-N95000002169-1/1



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

OR BK 03329 PG 2009

ARTICLES OF INCORPORATION of LEXINGTON COMMUNITY ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME; PRINCIPAL OFFICE OF ASSOCIATION

The name of the corporation shall be **LEXINGTON COMMUNITY ASSOCIATION, INC.**, which is hereinafter referred to as “the Association”. The principal office of the Association shall be 17380 Winkler Road, Fort Myers, Florida 33908.

ARTICLE II PURPOSE AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for Lexington Country Club, recorded (or to be recorded) in the Public Records of Lee County, Florida, as hereafter amended and/or supplemented from time to time (the “Declaration”). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm, or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Declarant, as hereinafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association 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 the Declaration including, without limitation, the power to borrow money (from the Declarant or others) for Association purposes. The Association shall also have all the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

ARTICLE III MEMBERS

Section 1. Membership

Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration shall be a member of the Association, provided that any such person or entity who merely holds record ownership merely as security for the performance of an obligation shall not be a Member of the Association.

Section 2. Voting Rights

The votes of the classes of Members of the Association shall be cast as follows:

(a) Voting

Voting shall occur in accordance with Sections 3.6, 3.7 and 4.2 as set forth in the corporate Bylaws.

(b) Neighborhood Voting

Members located in the Estate Homes and Villa Neighborhoods shall be entitled to elect from among themselves a five (5) person Neighborhood Committee in accordance with the Bylaws.

(c) Neighborhood Committees

In the case of a mandatory membership association for a Neighborhood (e.g. a condominium association), its Board of Directors shall serve as its Neighborhood Committee and its size, election procedures, terms of office and the like shall be governed by its own Articles of Incorporation and Bylaws rather than hereby.

Section 3. Meetings of Members

The Bylaws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if thirty percent (30%) of the Members having the power to cast votes are present at the meeting.

Section 4. General Matters

When reference is made herein, or in the Declaration, Bylaws, Rules & Regulations, management contracts, or otherwise, to a majority or specific percentage of the Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members eligible to be cast at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists).

ARTICLE IV CORPORATE EXISTENCE

The Association shall have perpetual existence. Nevertheless, upon any dissolution of the Association, the disposition of the Common Areas shall be governed by Article IV, Section 10 of the Declaration and the Association's duties and obligations regarding the Surface Water management System and the Deed of

Conservation Easement described in the Declaration shall be transferred to a responsible entity meeting the requirements of, and approved by, the South Florida Water Management District.

ARTICLE V BOARD OF DIRECTORS

Section 1. Management by Directors

The property, business, and affairs of the Association shall be managed and conducted by a Board of Directors of seven (7) members as determined per Section 2, below.

Section 2. Election of Directors

Initially, upon turnover of the Association by the Declarant, there shall be a total of seven (7) directors elected by the Members. Each neighborhood will elect one (1) of the seven (7) directors. Wedgewood Condominiums, Villas, and Southmont Cove Condominiums Neighborhoods will initially elect a director to serve a one (1) year term. After the initial term, all subsequent elections will be for a term of two (2) years.

Waterford Condominiums, Estate Homes, Sommerset Villa Condominiums and Sutton Walk Condominiums Neighborhoods will initially elect a director to serve a two (2) year term. After the initial term, all subsequent elections will be for a term of two (2) years.

Procedural requirements for elections must occur as set forth in Sections 3.1, 3.2, 3.3, 3.4, 3.5, 3.6 and 3.8 of the Bylaws of Lexington Community Association, Inc.

Section 4. Original Board of Directors

The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Voting Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Jeff Darragh	17380 Winkler Road Fort Myers, Florida 33908
John Gnagey	17380 Winkler Road Fort Myers, Florida 33908
Andrea Soud	17380 Winkler Road Fort Myers, Florida 33908

Section 5. Vacancies

Except as to vacancies resulting from removal of Directors by Members (as addressed in the Bylaws) if a vacancy occurs on the Association's Board of Directors for any reason between annual meetings of the Members, the affected Neighborhood Association or Neighborhood Committee shall conduct a special election to fill the unexpired term of the person leaving the Board. However, if ninety (90) days or fewer remain on the term of the person leaving the Board as of the effective date of the vacancy, then the President or the Committee Chairperson of the affected Neighborhood Association or Neighborhood Committee shall fill the unexpired term of the person leaving the Board. If the President or the Committee Chairperson of the affected Neighborhood Association or Neighborhood Committee is

unwilling or unable to serve on the Board, then the affected Neighborhood Association Board or Neighborhood Committee shall appoint someone to fill the unexpired term of the person leaving the Board.

Section 6. Term of Office

Terms of office for Directors are set forth in Article V, Section 2, unless a vacancy occurs as set forth in Article V, Section 5.

**ARTICLE VI
OFFICERS**

Section 1. Officers Provided For

The Association shall have a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers

The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the President shall be temporarily unable or unavailable to act, then the Vice President shall perform the duties of the President during the President’s temporary period of inability or unavailability. If any office shall become vacant for any reason, including, but not limited to, the President’s permanent inability or unavailability to act, then the Board of Directors shall elect or appoint an individual to fill such vacancy.

Section 3. First Officers

The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
President: Jeff Darragh	17380 Winkler Road Fort Myers, Florida 33908
Vice-President: John Gnagey	17380 Winkler Road Fort Myers, Florida 33908
Vice-President and Secretary-Treasurer: Andrea Soud	17380 Winkler Road Fort Myers, Florida 33908

**ARTICLE VII
BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended, or repealed in the manner set forth in the Bylaws.

ARTICLE VIII AMENDMENTS; CONFLICTS

Section 1. Amendments

Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved by 66 2/3% of those Members present in person or by proxy at a duly called meeting of the Association. No amendment hereto which affects the Association's duties with respect to the Surface Water Management System or the Deed of Conservation Easement, each as described in the Declaration, shall be valid without the consent of the South Florida Water Management District.

Section 3. Conflicts

In case of any conflicts between these Articles of Incorporation and the Bylaws, these Articles shall control. In case of any conflicts between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX INDEMNIFICATION

Section 1. Indemnification

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interests of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. Expenses

To the extent that a director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee, committee

member or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 4. Other Rights

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. Indemnity Insurance

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, committee member or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. Amendments to Indemnification

The provisions of this Article X shall not be amended so as to impair any accrued right of indemnification.

**ARTICLE XI
REGISTERED AGENT**

Until Changed, Jeff Darragh, shall be the registered agent of the Association and the registered office shall be at 17380 Winkler Road, Fort Myers, Florida 33908.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 11th day of April, 1995.

Original Document Signed by

Charles W. Edgar, III

And Notarized by

LISA ARNOLD, Notary Public

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS**


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

FILED
MAY -5- PM 12:24
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, the corporation named in said articles has named Jeff Darragh, located at 17380 Winkler Road, Fort Myers, Florida 33908 - as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Jeff Darragh
Registered Agent

DATED this 12th day of April,
1995.