

ARTICLES OF INCORPORATION
OF
LEXINGTON AT LONE OAK HOMEOWNERS ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purposes of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows.

ARTICLE 1 – NAME: The name of the corporation shall be LEXINGTON AT LONE OAK HOMEOWNERS ASSOCIATION, INC., whose address shall be 6734 Lone Oak Blvd., Naples, Fl. 33942. For convenience the corporation shall be referred to in this instrument as the "Corporation".

ARTICLE 2 – PURPOSE: The purposes for which the Corporation is organized are to own, operate and maintain the property known as LEXINGTON AT LONE OAK UNIT ONE AND UNIT TWO, a residential community in Collier County, Florida, as are conveyed to the Corporation or placed under its jurisdiction in accordance with the terms of and purposes set forth in such conveyance, and to carry out the covenants and enforce the provisions of the Declaration of Restrictions and Protective Covenants of LEXINGTON AT LONE OAK UNIT ONE AND UNIT TWO. The Corporation is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any income of the Corporation shall be distributed or inure to the private benefit of any member, Director or officer of the Corporation.

ARTICLE 3 – POWERS: The powers of the Corporation shall include without limitation the following:

3.1. The Corporation shall have all of the common law and statutory powers of a corporation non-for-profit, except as expressly limited by the LEXINGTON AT LONE OAK UNIT ONE AND UNIT TWO documents.

3.2. The Corporation shall have all of the powers reasonably necessary to implement its purposes including, but not limited to, the following:

(a) To do all of the acts required to be performed by it under the Declaration.

(b) To make, establish and enforce rules and regulations governing the use of the Corporation property.

(c) To make, levy and collect assessments for the purposes of obtaining funds from its members to defray the Operating Expenses and other expenses of the Corporation and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) To maintain, repair, replace and operate the property (including, but not limited to, any Corporation Property to be maintained in a natural state, utilized for recreational purposes or utilized for drainage purposes) and all Recreation Parcels, in accordance with the Declaration; and in accordance with the terms of and purposes set forth in any dedication or conveyance of the Corporation Property to the corporation.

(e) To enforce by legal means the obligations of the members of the Corporation, the provisions of the Declaration; and the provisions of any dedication or conveyance of the Corporation property to the Corporation with respect to the use and maintenance thereof.

(f) To contract for professional management with a "Manager" which may be an individual, corporation, partnership or other entity and to delegate such Manager with the powers and duties of the Corporation.

All funds and title to all property acquired by the Corporation shall be held for the benefit of the members in accordance with the provisions of LEXINGTON AT LONE OAK documents. The share of a member in the funds, property and assets of the Corporation cannot be assigned, or transferred in any manner except as an appurtenance to his Site or Living Unit.

ARTICLE 4 – MEMBERS: The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

4.1. There shall be two classes of voting membership:

(a) Owner Members. The Owners (other than Developer) of any Sites.

(b) Developer. Until the turnover date, as set forth in Article 6 of these Articles, the Developer shall have two votes for every vote held by Owner Members. After turnover, the Developer shall have the same voting rights as to Sites or Living Units owned by it as any other owner would have.

4.2. Membership shall be established as follows:

Qualification of Owner Members – Membership shall become effective upon the occurrence of the last to occur of the following events:

(a) Recording in the Public Records of a Deed or other instrument evidencing legal title to the Site or Living Unit in the new member.

(b) Approval of the transfer of ownership by the Corporation, if required.

(c) Delivery to the Corporation of a copy of the recorded Deed or other instrument evidencing the change of title.

(d) Delivery to the Corporation, if required, of a written designation of a primary occupant.

In the case of a Site or Living Unit subject to an agreement for deed, the contract vendee shall be deemed the Owner for purposes of determining membership and use rights.

4.3. Change of Owner Membership. Following written approval of the Corporation, as required in the Declaration, a change of membership in the Corporation shall be established by the new member's membership becoming effective as provided in 4.2 above: and the membership of the prior owner shall thereby be automatically terminated.

4.4. Each and every such Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the LEXINGTON AT LONE OAK UNIT ONE AND UNIT TWO documents.

ARTICLE 5 – VOTING RIGHTS: The total number of votes of the membership at any time a vote is taken shall be the sum of the Developer's votes as stated in Article 4.1 (b), if any, plus the following:

(a) Owner Members. Each Owner shall be entitled to cast, in person or by proxy, one vote for each Dwelling Unit he owns which has been issued a final certificate of occupancy, plus one vote for each undeveloped site he owns. The vote of Owner Member is not divisible. The right to vote may be denied because of delinquent assessments. If a Site or Living Unit is owned by one natural person, his right to vote shall be established by the record title. If a Site or Living Unit is owned jointly by two or more natural persons who are not acting trustees, that vote may be cast by any one of the Owners. If two or more Owners do not agree among themselves how their one vote shall be cast, that vote shall not be counted for any purpose. If Owner is not a natural person, or is a trustee, the vote of that Site or Living Unit shall be cast by the primary occupant designated as set forth in of the Declaration.

(b) Approval or Disapproval of Matters. Whenever the decision of an owner of a Site or Dwelling Unit is required upon any matter, whether or not the subject of a Corporation meeting, such decision shall be expressed by the same person who would cast the vote of such Site or Dwelling Unit if in a Corporation meeting, unless the joinder of record Owners is specifically required.

A structure for which final certificates of occupancy has been issued, but which has subsequently been destroyed or demolished, shall be deemed to have the number of Dwelling Units contained in the structure prior to its demolition or destruction, until such time as a replacement structure has been erected and final certificate of occupancy issued therefor. Thereafter the number of Dwelling Units in the replacement structure shall control in lieu of the number of Dwelling Units so destroyed or demolished.

Nothing herein shall be construed to require that any member cast in the same manner all of the votes which such member is entitled to cast, it being the intent of this provision that "block voting" is permissible but not mandatory.

ARTICLE 6 – TURNOVER OF CONTROL: Members of the corporation other than the Developer shall have the right to elect a majority of the Directors of the Corporation sixty (60) days after the first of the following events to occur:

(a) When ninety percent (90%) of the total Sites or Living Units declared to be contained on the property have been conveyed to purchasers: or

(b) The events set forth in (a) have not occurred, but three (3) years have passed since the recording of this Declaration.

ARTICLE 7 – BY-LAWS: The By-Laws of the Association may be altered, Amended, or rescinded in the manner provided therein.

ARTICLE B – AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(a) Proposal. Amendments to these Articles shall be proposed by a majority of the Board upon written petition of one-fourth (1/4) of the voting interests signed by them.

(b) Notice. Upon any amendment or amendments to these Articles being proposed by said Board or members, the proposed amendment or amendments shall be transmitted to the president of the Corporation

or other officer of the Corporation in the absence of the President, who shall thereupon determine which of the methods shown in (c) below shall be used for voting. The appropriate notices and copies of the proposed amendments shall be mailed to the members within ninety (90) days after transmittal to the President.

(c) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of three-fourths (3/4) of the voting interests present and voting at any annual or special meeting called for the purpose, or by approval in writing of three-fourths (3/4) of all the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members, and that the notice contains a fair statement of the proposed amendment.

(d) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

(e) Developer's Right to Amend. The foregoing notwithstanding, the Developer may unilaterally amend these Articles for any reason until Turnover of Control, without need for a vote of the Members.

ARTICLE 9 – DIRECTORS AND OFFICERS:

9.1. The affairs of the Corporation will be administered by a Board of Directors consisting of the number of Directors determined as provided in the By-Laws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors, except those appointed by the Developer, must be members of the Corporation, or the spouse of a member.

9.2. Directors of the Corporation shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.3. The business of the Corporation shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board.

ARTICLE 10 – INITIAL DIRECTORS: The initial Directors of the Corporation shall be:

OR: 2121 PG: 0986

ROBERT L. BUCK

6734 Lone Oak Blvd.
Naples, Florida 33942

HENRY P. JOHNSON

6736 Lone Oak Blvd.
Naples, Florida 33942

MICHELE QUINTERO

6734 Lone Oak Blvd.
Naples, Florida 33942

ARTICLE 11 – INITIAL REGISTERED AGENT: The initial registered office of the Association shall be at:

6734 Lone Oak Blvd.
Naples, Fl. 33942

The initial registered agent at said address shall be:

Robert L. Buck

ARTICLE 12 – INDEMNIFICATION: Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification herein shall apply only when the Directors approve such settlement as being for the best interest of the Corporation.

The foregoing right to be indemnified shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled by common law or statutory law.

ARTICLE 13 – TERM: The term of the Corporation shall be perpetual.

OR: 2121 PG: 0987

ARTICLE 14 — INCORPORATOR: The name and address of the incorporator is:

ROBERT L. BUCK 6734 Lone Oak Blvd.
Naples, Fl, 33942

WHEREFORE the incorporator has caused these presents to be executed this 15 day of November , 1993.

ROBERT L. BUCK

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Robert L. Buck , to me well known to be the person described herein and/or who produced _____ as identification and who did/did not take an oath and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County aforementioned this 15 day of November , 1993.

Notary Public

printed name
Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation of Registered Agent of LEXINGTON AT LONE OAK HOMEOWNERS ASSOCIATION, INC., as set forth in Article 11 of these Articles of Incorporation.

Robert L. Buck

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared _____, to me well known to be the person described in and/or who produced _____ as identification and who did/did not take an oath and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the State and County aforementioned this _____ day of _____, 1993.

Notary Public

Printed Name
My Commission Expires: