

## Articles & By-Laws

### ARTICLES OF INCORPORATION OF SANCTUARY ON LIVINGSTON HOMEOWNER'S ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

#### ARTICLE I CORPORATE NAME

The name of the corporation is SANCTUARY ON LIVINGSTON HOMEOWNER'S ASSOCIATION, INC., hereinafter called the "Association."

#### ARTICLE II ADDRESS

The mailing address of the Association shall be 2424 Mandan Trail, Winter Park, Florida 32789-1319. 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 Directors of the Association.

#### ARTICLE III REGISTERED AGENT

KENNETH G. ARSENAULT, JR., is hereby appointed the initial registered agent of this Association.

#### ARTICLE IV PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors or officers. The specific purposes for which it is formed are to provide an entity for the purpose of holding title from time to time to certain common areas appurtenant to that subdivision project being developed by the undersigned, hereinafter "Declarant" known as "SANCTUARY ON LIVINGSTON", legally described below (and as amended or supplemented in accordance with the terms of the Declaration), and to provide for maintenance and preservation of the Common Areas within that certain tract of property initially described as:

SANCTUARY ON LIVINGSTON, according to the map or plat thereof recorded in Plat Book 94, Pages 36-1 through 36-12 of the Public Records of Hillsborough County, Florida.

and 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 this Association for this purpose.

The Association shall have the following powers:

- (a) 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.
- (b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of SANCTUARY ON LIVINGSTON, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Hillsborough, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (c) To fix, levy, collect and enforce payment by any lawful means, of 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, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (d) To own, maintain, repair and operate the property of the Association as appropriate, specifically but without limitation the surface water management system in the manner described on Exhibit "D" to the Declaration;
- (e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;

- (f) To reconstruct improvements after casualty and make further improvements upon the property;
- (g) 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;
- (h) To employ personnel to perform the services required for proper operation of the Association.
- (i) 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.
- (j) To borrow money, and with the assent of two-thirds (2/3) of the member's, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (k) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (l) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation not specifically authorized in the Declaration shall have the assent of members entitled to cast two-thirds (2/3) of the votes;
- (m) To sue and be sued;
- (n) To establish rules and regulations.

#### ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Members shall be owners.

#### ARTICLE VI VOTING RIGHTS

The Association shall have two classes of membership as follows:

(a) THE CLASS "A" MEMBERS shall be all Owners of subdivision lots, the titles to which have been conveyed Developer and Class "A" Members shall be entitled to one (1) vote for each subdivision lot owned. In the event of multiple ownership, i.e., more than one (1) person or entity constitute the owners of a single lot, all such owners shall be members of the Association. The vote for such lot shall be exercised as the multiple owners may determine among themselves, provided, however, that under no circumstances shall more than one (1) vote be cast with respect to any one (1) lot.

(b) THE CLASS "B" MEMBER shall be the Developer or its assignee. The Class "B" member shall be entitled votes for each Lot owned in the Project. The Class "B" Membership shall cease to exist and shall be converted into Class "A" Membership upon the happening of either of the following events, whichever shall first occur:

- (i) Three months after 90% off all of the Lots in all phases of The Sanctuary on Livingston that will be ultimately appointed by the Association have been conveyed to Members;
- (ii) When, in its discretion, at such earlier date the Developer so determines.

The Developer is entitled to elect at least one member of the board of directors of the homeowners' association as long as the Developer holds for sale in the ordinary course of business at least 5 percent of the parcels in all phases of the community. After the Developer relinquishes control of the

homeowners' association, the Developer may exercise the right to vote any developer-owned voting interests in

the same manner as any other member, except for purposes of reacquiring control of the homeowners' association or selecting the majority of the members of the board of directors.

## ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board consisting of at least (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME	ADDRESS	
Jack Fugett	2424 Mandan Trail	Winter Park, Florida
Mark Fugett	2424 Mandan Trail	Winter Park, Florida
Craig J. Fiebe Port Richey, Florida 34673-0670	P.O. Box 670	

At the first annual meeting the members shall elect directors for a term of one year each, or until their successor shall be elected and shall qualify.

## ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer and such other officers as may be designated by the Bylaws; provided, the offices of Secretary and Treasurer may be held by one person. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	2424 Mandan Trail
Jack Fugett	Winter Park, Florida 32789-1319
Vice President:	2424 Mandan Trail
Mark Fugett	Winter Park, Florida 32789-1319
Secretary/Treasurer:	2424 Mandan Trail
Jack Fugett	Winter Park, Florida 32789-1319

## ARTICLE IX QUORUM

For all Membership and Board of Director Meetings, a Quorum shall be established by attendance in person or by proxy, of a majority of the Members or Directors eligible to vote.

## ARTICLE X INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of 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 Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE XI BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.



ARSENAULT, JR., who is personally known to me.

\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:  
(Notary Seal)

CERTIFICATE DESIGNATING A REGISTERED OFFICE AND A  
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN THIS STATE

\_\_\_\_\_  
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SANCTUARY ON LIVINGSTON HOMEOWNER'S ASSOCIATION, INC., a Florida Corporation Not for Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 2424 Mandan Trail, Winter Park, Florida 32789-1319, has named KENNETH G. ARSENAULT, JR. located at 10225 Ulmerton Road, Suite 2, Largo, FL 33771, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

\_\_\_\_\_  
KENNETH G. ARSENAULT, JR.

Date: \_\_\_\_\_  
BY: LAWS OF SANCTUARY ON LIVINGSTON  
HOMEOWNER'S ASSOCIATION, INC.

A Florida non-stock, non-profit membership corporation

ARTICLE I  
General

Section 1. Name: The name of the corporation shall be SANCTUARY ON LIVINGSTON HOMEOWNER'S ASSOCIATION, INC.

Section 2. Principal Office: The principal office of the corporation shall be 2424 Mandan Trail, Winter Park, Florida 32789-1319 or at such other place as may be subsequently designated by the Board of Directors.

Section 3. Definition: As used herein, the term "Corporation" shall be the equivalent to "Association".

ARTICLE II  
Directors

Section 1. Number and Term: The number of directors which shall constitute the initial Board of Directors, shall be three (3), but not less than three (3), nor more than five (5). Until succeeded by directors elected by the Members as hereinafter provided, directors need not be members; thereafter all directors shall be members. Within the limits above specified, the number of directors as provided herein, the directors shall be elected by the members as hereinafter provided and each director shall be elected to serve for the term of one (1) year, or until his successor shall be elected and shall qualify.

Section 2. Vacancy and Replacement: If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining directors, though less than a quorum at a special meeting of directors duly called for this purpose, shall choose a successor who shall hold office for the unexpired term in respect to which such vacancy occurred.

Section 3. Removal: Directors may be removed with or without cause by an affirmative vote of a majority of the members.

No director shall continue to serve on the Board if, during his term of office, his membership in the corporation shall be terminated for any reason whatsoever.

#### Section 4. First Board of Directors and Their Replacements:

(a) The first Board of Directors shall consist of:

Jack Fugett  
Mark Fugett  
Craig J. Fiebe

who shall hold office and exercise all powers of the Board of Directors, until the first membership meeting, or as otherwise provided for herein; provided, however, that any or all of said directors shall be subject to replacement in the event of resignation or death as above provided.

Section 5. Powers: The property and business of the corporation shall be managed by the Board of Directors, who may exercise all corporate powers not specifically prohibited by statute, or the Articles of Incorporation, to which these By-Laws are attached.

Section 6. Compensation: Directors or officers, as such, shall receive no salary or compensation for their services.

#### Section 7. Meetings:

(a) The first meeting of each Board newly elected by the members shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable. The annual meeting of the Board of Directors shall be held at the place of the general members' meeting, and immediately after the adjournment of same.

(b) Special meetings of the Board may be called by the President upon five (5) days' notice to each director. Special meetings shall be called by the President or Secretary in a like manner and on like notice upon the written request of two (2) directors.

Section 8. Order of Business: The order of business at all meetings of the Board shall be as follows:

Roll call.  
Reading of the minutes of last meeting.  
Consideration of communications.  
Report of officers and employees.  
Reports of Committees.  
Unfinished business.  
Resignations and elections.  
Original resolutions and new business.  
Adjournment.

Section 10. Fidelity Bond: A fidelity bond for directors of this Association who control or disburse funds of the Association may be obtained for said directors and the Association shall bear the costs of such bonding as a common expense.

#### Section 11. Voting.

The Association shall have one class of membership. Members shall be all Owners. Members shall be entitled on all issues to one (1) vote for each Lot to which they hold the fee simple title. There shall be only one (1) vote per Lot. When more than one Person holds such interest in any Lot, the vote for such Lot shall be exercised as is provided by the Bylaws. Members offer thru the Developer shall be entitled to elect a majority of the board of directors of the Association when the earlier of the following events occurs:

- (i) Three months after 90% off all of the Lots in all phases of The Sanctuary on Livingston that will be ultimately appointed by the Association have been conveyed to Members;
- (ii) When, in its discretion, at such earlier date the Developer so determines.

The Developer is entitled to elect at least one member of the board of directors of the homeowners' association as long as the Developer holds for sale in the ordinary course of business at least 5 percent of the parcels in all phases of the community. After the Developer relinquishes control of the homeowners' association, the developer may exercise the right to vote any developer-owned voting interests in the same manner as any other member, except for purposes of reacquiring control of the homeowners' association or selecting the majority of the members of the

board of directors.

### ARTICLE III Officers

Section 1. Executive Officers: The executive officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be elected annually by the Board of Directors. Any two of said offices may be united in one person, except that the President shall not also be the Secretary or an Assistant Secretary of the corporation. If the Board so determines, there may be more than one (1) Vice-President.

Section 2. Appointive Officers: The Board of Directors may appoint such other officers and agents as it may deem necessary, who shall hold office during the pleasure of the Board of Directors and have such authority and perform such duties as from time to time may be prescribed by said Board.

Section 3. Election: The Board of Directors at its first meeting after the annual meeting of the members shall elect a President, Secretary and Treasurer, none of whom, excepting the President, need be a member of the Board.

Section 4. Term: The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed for cause at any time by the affirmative vote of a majority of the whole Board of Directors.

Section 5. The President:

(a) The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors; shall be an ex-officio member of all standing committees; shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect.

(b) He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal by the corporation, except where the same are required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to the officers or agents of the corporation.

Section 6. The Vice-President: The Vice-President shall be vested with all the powers and shall be required to perform all the duties of the President in his absence, and such other duties as may be prescribed by the Board of Directors.

Section 7. The Secretary:

(a) The Secretary shall keep the minutes of the membership meetings and the Board of Directors' meetings in one or more books provided for that purpose; such minutes shall be available for inspection by members and Board members at all reasonable times.

(b) He shall see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law.

(c) He shall be custodian of the corporate records and the seal of the corporation, and shall affix the same to all documents, the execution of which, on behalf of the corporation, under its seal, is duly authorized in accordance with the provisions of these By-Laws.

(d) He shall keep a register of the post office addresses of each member, which shall be furnished to the Secretary by each member.

(e) In general, he shall perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Treasurer:

(a) The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, the Articles of Incorporation, and these By-Laws.

(b) He shall disburse the funds of the corporation as ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial conditions of the corporation.

(c) He may be required to give the corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and the restoration to the corporation, in case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in

possession belonging to the corporation.

Section 9. Vacancies: If the office of the President, Vice?President, Secretary or Treasurer, or one or more, become vacant by reason of death, resignation, disqualification or otherwise, the directors by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

Section 10. Resignations: Any director or officer may resign his office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the corporation, unless some other time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

#### ARTICLE IV Membership

Section 1. There shall be no stock certificates issued by this corporation.

Section 2. Transfers of membership shall be made only on the books of the corporation, and notice of acceptance of such transferee as a member of the corporation shall be given in writing to such transferee by the President and Secretary of the corporation. The transferor, in such instance, shall automatically no longer be a member of the corporation.

#### ARTICLE V Meeting of the Membership

Section 1. Definition: Members shall meet at least once in each calendar year and such meeting shall be the annual meeting. The annual meeting shall be the time of the election of members of the Board of Directors whose terms have expired. The term of all the members of the Board shall expire on the date of the annual meeting, subject to the election and qualification of their successors.

Section 2. Place: All meetings of the corporate membership shall be held at the office of the corporation, or any other place as may be stated in the written notice thereof.

Section 3. Membership List: At least ten (10) days before every election of directors, a complete list of members entitled to vote at said election, arranged numerically by lot designation with the residence of each, shall be prepared by the Secretary. Such list shall be produced and kept for ten (10) days and throughout the election at the office of the corporation and shall be open to examination during reasonable business hours by any member throughout such time, or at any other reasonable time.

Section 4. Annual Meeting:

(a) The first annual meeting of the members of the corporation shall be held within (1) year after the date of incorporation.

(b) The date of such annual meeting may be changed by the Board provided notice is given pursuant to Article VI hereof.

Section 5. Special Meetings:

(a) Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President and shall be called by the President or Secretary at the request, in writing, of ten percent (10%) of the members. Such request shall state the purpose or purposes of the proposed meeting.

(b) Written notice of a special meeting of members shall be in accordance with the provisions of Article VI, Section 1, as set forth hereinafter.

(c) Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

Section 6. Right to Vote: At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy. Proxies shall be signed by all of the record owners of a particular unit or by the properly designated voting member, and shall be effective only for the specific meeting for which originally given and any lawful adjournments thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given.

Section 7. Vote Required to Transact Business: When a quorum is present at any meeting, the majority of the vote of the membership present in person or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the Florida Statutes, the Articles of Incorporation, or these

By?Laws, a different vote is required, in which case, such express provision shall govern and control the decision of such question.

Section 8. Quorum: Fifty?one percent (51%) of the total number of members of the corporation present in person or represented by written proxy shall constitute a quorum at all meetings for the transaction of business, except as otherwise provided by the Florida Statutes, by the Articles of Incorporation, by these By?Laws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by written proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 9. Waiver and Consent: Whenever the vote of members at a meeting is required or permitted by any provision of the Florida Statutes, the Articles of Incorporation, or these By?laws, to be taken in connection with any action of the corporation, the meeting and vote of members may be dispensed with if all of the members who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such action being taken.

## ARTICLE VI Notices

Section 1. Annual and Special Meetings: The method of calling and summoning the members to assemble at meetings, including annual meetings, shall require at least fourteen (14) days's written notice to each unit owner in advance of the meeting, and the posting at a conspicuous place on the subdivision property of a notice of the meeting at least fourteen (14) days prior to said meeting. The notice of the annual meeting shall be sent by mail to each unit owner and the post office certificate of mailing shall be retained as proof of such mailing and such mailing shall be deemed notice. The foregoing requirements as to meetings are not to be construed, however, to prevent members from waiving notice of meetings or from acting by written agreement without meetings, as provided in these By?Laws, or the laws of the State of Florida.

Section 2. Service of Notice?Waiver: Whenever any notice is required to be given under the provisions of the Florida Statutes or the Articles of Incorporation or these By?Laws, a waiver thereof

in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

## ARTICLE VII Finances

Section 1. Fiscal Year: The fiscal year shall begin the first day of January in each year. The Board of Directors is expressly authorized to change this fiscal year at any time for the convenience of the corporation.

Section 2. Checks: All checks or demands for money and notes of the corporation shall be signed by any two of the following officers: President, Secretary or Treasurer, or by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

## ARTICLE VIII Seal

The seal of the corporation shall have inscribed thereon the name of the corporation, the year of its organization, and the words "non?profit". Said seal may be used by causing it or facsimile thereof to be impressed, affixed, reproduced or otherwise.

## ARTICLE IX Registers

Section 1. Register of Members: The Secretary of the corporation shall maintain a register in the corporate office showing the names and the addresses of members.

## ARTICLE X Amendment of By?Laws

The By?Laws of the corporation may be altered, amended or repealed unless specifically prohibited herein at any regular or special meeting of the members by a three?fourths (3/4ths) vote of all members present at a meeting where a quorum is present, unless a contrary vote is required pursuant to the Articles of Incorporation, and provided that notice of said

membership meeting has been given in accordance with these By-Laws and that the notice as aforesaid contained a full statement of the proposed amendment.