

# INDIAN SPRINGS COLONY

## ARTICLES OF INCORPORATION OF INDIAN SPRINGS COLONY FIRST, A CONDOMINIUM

REFORMATTED 24 OCTOBER 2018

The following information has been formatted and posted on this website for information only and for the convenience of our residents. Please be advised that the only official governing documents (Declaration, Bylaws, Articles or Rules and Regulations) are those in the official records of the Association, recorded in the Public Records of Pinellas County, and/or filed with the appropriate state agency as required by law. Any potential discrepancies will be resolved in favor of the official documents.

**ARTICLES OF INCORPORATION**

*OF*

**INDIAN SPRINGS CONDOMINIUMS, INC.**

**ARTICLE I - NAME**

The name of the corporation shall be INDIAN SPRINGS CONDOMINIUMS, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

**ARTICLE II - PURPOSE**

- 2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, for the operation and management of all condominiums which are established pursuant to the Master Development Plan set forth in the various Declarations of Condominium upon and within that certain parcel of property located within Pinellas County, Florida, which is more particularly described in Exhibit "A" of the Declaration of Condominium. These condominiums are collectively referred to as the Indian Springs Colony condominiums. The initial office of the Association shall be 14800 Walsingham Road, Largo, Florida. The initial Resident Agent shall be George L. Mallory, 523 Lakeview Road, Clearwater, Florida.
- 2.2 The Association shall make no distributions of income to its members, directors or officers.
- 2.3 As used in these Articles, all references to the "Condominium (s)" or the "Declaration (s) of Condominium" shall mean the above condominium (s), and the definitions in said Declarations (s) shall apply hereto and to the Bylaws of the Association. As used in these Articles, all references to the "Condominium (s)" shall also mean any one of the above condominiums.

**ARTICLE III - POWERS**

The powers of the Association shall include and be governed by the following provisions:

- 3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.
- 3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as specifically limited by these Articles and the Declarations of Condominium and their Exhibits, and all of the powers and duties not inconsistent with the Condominium Act which are reasonably necessary to operate the condominiums pursuant to the Declarations and their Exhibits, and as they may be amended from time to time, including but not limited to the following:
- a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominiums.
  - b. To use the proceeds of assessments in the exercise of its powers and duties.
  - c. The maintenance, repair, replacement and operation of condominium properties, to own, maintain, repair, replace and operate its own properties for the use and benefit of members.
  - d. The purchase of insurance upon condominium property and insurance for the protection of the Association and its members as apartment owners.
  - e. The reconstruction of improvements after casualty and the further improvement of the property.
  - f. To make and amend reasonable rules and regulations respecting the use of the property in the condominiums, including property leased by the Association.
  - g. To approve or disapprove the transfer, lease, mortgage and ownership of apartments as may be provided by the Declarations of Condominium and the Bylaws.
  - h. To enforce by legal means the provisions of the Condominium Act, the Declarations of Condominium and their Exhibits, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominiums.
  - i. To contract for the maintenance and management of the condominium and to delegate to such contractor (s) all powers and duties of the Association except such as are specifically contrary to the Condominium Act or are specifically required by the Declarations of Condominium to

- have approval of the Board of Directors or the membership of the Association or owners of a particular Condominium.
- j. To contact for the management or operation of portions of the common elements of the condominium susceptible to separate management or operation, and to lease such portions.
  - k. To employ personnel to perform the services required for proper operation of the condominiums.
  - l. To enter into an association, or associations for the mutual benefit of the members of all such associations.
  - m. To operate and manage all condominiums which are now or hereafter created as part of INDIAN SPRINGS COLONY condominiums, provided that the Association shall have consented to such operation and management of future condominiums in writing.
  - n. To delegate to its Board of Directors the power to assess fines in such sums as may be fixed, or the limits or occasions determined by its Bylaws. The amount of the fines so fixed shall become on or after notice, an indebtedness to the corporation collectible in the same manner as delinquent assessments under the terms and provisions of Florida's Condominium Act and the costs of said collection, including reasonable attorneys' fees, shall also be due and payable. The failure to pay any such fine assessed shall render any member liable to the collection procedures set forth in Section 718.116 Florida Statutes.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declarations of Condominium, these Articles of Incorporation and the Bylaws.

3.4 The powers and duties of the Association existing under the Condominium Act, Declarations of Condominium, and their Exhibits, these Articles of Incorporation and the Bylaws shall be exercised exclusively by the Board of Directors of the Association, its agents, contractors or employees, subject only to approval by apartment owners (members) when such is specifically required. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations of Condominium and Bylaws.

#### **ARTICLE IV - MEMBERS**

- 4.1 The members of the Association shall consist of all of the present and/or future record owners of apartments in the condominiums, and after termination of any condominium shall also consist of those who are members at the same time of such termination and their successors and assigns.
- 4.2 After receiving approval of the Association required by the Declarations of Condominium, changes of membership in the Association shall be established by recording in the public records of Pinellas County, Florida, a deed or other instrument establishing a record title to an apartment in any condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.
- 4.3 The share of a member in funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.
- 4.4 Each member shall have one (1) vote for each apartment owned. Co-owners of an apartment shall be entitled collectively to one (1) vote for that apartment. No fractional votes may be cast. The exact manner of exercising voting rights shall be determined by the Bylaws of the Association. The Bylaws shall make provision for the exercise of voting rights by members who own apartments in a particular condominium, in regard to matters which under the Bylaws, the Declaration or its Exhibits are reserved for the decision of the members of that particular condominium. In regard to such matters, other members shall have no right to vote. The Bylaws may provide for cumulative voting by members in the election of the Board of Directors.

#### **ARTICLE V - DIRECTORS**

- 5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Association.

- 5.2 Subject to paragraph 5.3 hereof, the Directors of the Association which are to be elected by the members of the Association other than the Developer shall be elected in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.
- 5.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
George L. Mallory	2340 Edgewater Lane Largo, Florida 33540
Armando R. Zina	13480 Sol Vista Drive Largo, Florida 33540
Helen L. Ross	2016 Golfview Drive Dunedin, Florida 33528

**ARTICLE VI - OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. 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 as follows:

President and Treasurer	George L. Mallory 2340 Edgewater Lane Largo, Florida 33540
Vice President and Secretary	Helen L. Ross 2016 Golfview Drive Dunedin, Florida 33528

**ARTICLE VII - INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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 so 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 VIII - BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### **ARTICLE IX - AMENDMENTS**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- 9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- 9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than a majority of the entire membership of the Board of Directors and by not less than two-thirds (2/3rds) of the entire membership of the Association.
- 9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Article 2 and Section 3.2 of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominiums. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary and be recorded in the public records of Pinellas County, Florida.

**ARTICLE X - TERM**

The term of the Association shall be perpetual.

**ARTICLE XI - CONFLICT OF INTEREST**

No transaction, contract or agreement shall be voidable or void because all of some of the officers and Directors of this Association were otherwise parties to the agreement, or were employees, agents, servants, partners, officers, Directors, stockholders, owners of the other party or parties to the agreement.

**ARTICLE XII - SUBSCRIBERS**

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
George L. Mallory	2340 Edgewater Lane Largo, Florida 33540
Armando R. Zina	13480 Sol Vista Drive Largo, Florida 33540
Helen L. Ross	2016 Golfview Drive Dunedin, Florida 33528

**ARTICLE XIII - SEVERABILITY**

The invalidity in whole or in part of any covenant, restriction, or any section, subsection, sentence, clause phrase or word or other provision of these Articles of Incorporation or of the Bylaws or Regulations of the Association shall not affect the invalidity of the remaining portions.

In witness whereof, the subscribers affixed their signatures on 19 November 1974.



## **REFERENCES**

**As of October 24 2018, the above reformatted Articles of Incorporation comprises:**

Exhibit "I" to Declaration, CERTIFICATE OF INCORPORATION OF INDIAN SPRINGS CONDOMINIUMS, INC. a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 25<sup>th</sup> day of November, A.D., 1974, ARTICLES OF INCORPORATION recorded at Pinellas County in Book 4494 pages 1859 to 1870

SCHEDULE OF AMENDMENTS TO ARTICLES OF INCORPORATION OF INDIAN SPRINGS CONDOMINIUMS, INC signed 29 November 1979 and recorded at Pinellas County in Book 4949 pages 277 to 279.