

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the **Articles of Incorporation** of SKYE LOCH VILLAS OWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on July 2, 1985, as shown by the records of this office.

The charter number of this corporation is N10056.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
3rd day of July, 1985.



CER-101

George Firestone  
Secretary of State

EXHIBIT "D"

N10056

ARTICLES OF INCORPORATION

FILED

OF

1985 JUL -2 PM 3:45

SKYE LOCH VILLAS OWNERS' ASSOCIATION, <sup>SECRETARY OF STATE</sup>  
(A Florida Corporation not for Profit) <sup>CALLAHANSEE, FLORIDA</sup>

The undersigned, by these Articles, hereby 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: SKYE LOCH VILLAS OWNERS' ASSOCIATION, INC., hereinafter sometimes referred to as the "Association."

ARTICLE 2 - PURPOSE

The general nature, objects and purposes for which the Association is organized, are as follows:

(a) To promote the health, safety, and social welfare of the members of the Association in protecting and enhancing the value of the property of the members located in the subdivision known as Skye Loch Villas, according to plat thereof recorded or to be recorded in the current public records of Pinellas County, Florida;

(b) To endeavor to see that ad valorem taxes and assessments levied on said property of the members of the Association are uniform and fair;

(c) To endeavor to see that adequate police and fire protection, garbage and trash removal and other conveniences and utility services are furnished to the property of the members;

(d) To provide for the maintenance, improvement and beautification of access ways, common parcels, and other properties in Skye Loch Villas;

(e) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving, vacant lots and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors, in its discretion, determines necessary, appropriate and/or convenient;

(f) To operate without profit for the sole and exclusive benefit of its members, but without pecuniary gain or profit to the members of the Association.

ARTICLE 3 - GENERAL POWERS

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

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

(b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

(c) To delegate power (or powers) where such is (are) deemed in the interest of the Association;

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

(e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures;

(f) To charge recipients for services rendered by the Association, and the user for use of Association property, where such is deemed appropriate by the Board of Directors of the Association;

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association;

(h) To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association, and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated;

(i) To purchase insurance;

(j) In general, to have all common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with the terms of these Articles.

#### ARTICLE 4 - MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot in Skye Loch Villas, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot in Skye Loch Villas.

#### ARTICLE 5 - TERM

This Association shall have perpetual existence.

#### ARTICLE 6 - INITIAL SUBSCRIBERS

The names and addresses of the subscribers hereto are:

Frances M. LaMontagne  
165 Skye Loch Drive West  
Dunedin, FL 33528

Jeanie S. Wales  
109 Skye Loch Drive West  
Dunedin, FL 33528

Anne Marston  
149 Skye Loch Drive West  
Dunedin, FL 33528

Walter Weser  
117 Skye Loch Drive East  
Dunedin, FL 33528

#### ARTICLE 7 - DIRECTORS

The activities and affairs of the Association shall be managed by a Board of Directors who shall be elected by the members at the annual meeting of the members, or at such other time as may be specified in the By-Laws. The number of Directors shall be fixed by the By-Laws. The first Board of Directors who shall serve until the annual meeting of the members to be held in 19 86, shall consist of the following individuals: Frances M. LaMontagne, 165 Skye Loch Drive West, Dunedin, Florida, 33528; Jeanie S. Wales, 109 Skye Loch Drive West, Dunedin, Florida, 33528; Anne Marston, 149 Skye Loch Drive West, Dunedin, Florida, 33528; Walter Weser, 117 Skye Loch Drive East, Dunedin, Florida, 33528; John Bichsel, 108 Skye Loch Drive East, Dunedin, Florida, 33528; Dorothy Marriott, 212 Skye Loch Drive East, Dunedin, Florida 33528; Russel Rawlings, 156 Skye Loch Drive West, Dunedin, Florida, 33528; and Dorothy Anderson, 254 Portree, Dunedin, Florida, 33528. All vacancies in the Board of Directors shall be filled by the remaining Directors.

The Board of Directors may by resolution designate an Executive Committee, to consist of one or more of the Directors of the Association, which, to the extent provided in said resolution, or in the By-Laws of the Association, shall have and may exercise the powers of the Board of Directors in the management of the affairs of the Association.

The Board of Directors may deal with and extend the income and principal of the Association in such manner as in the judgment of the Board will best promote its purposes.

The By-Laws may confer powers upon the Directors in addition to the foregoing, and other powers and authorities expressly conferred upon them by statute.

#### ARTICLE 8 - OFFICERS

The officers of the Association, who shall manage its affairs under the direction of the Board of Directors, shall be a President, Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors from time to time may elect or appoint. The officers shall be elected at the annual meeting of the Board of Directors, or at such other time as may be specified in the By-Laws, and shall hold office for such period of time as the By-Laws shall provide. The names, addresses and offices held of the officers who are to serve until the first election, or appointment, under the Articles of Incorporation are:

Frances M. LaMontagne - President  
165 Skye Loch Drive West  
Dunedin, FL 33528

Jeanie S. Wales - Vice President  
109 Skye Loch Drive West  
Dunedin, FL 33528

Anne Marston - Secretary  
149 Skye Loch Drive West  
Dunedin, FL 33528

Walter Weser - Treasurer  
117 Skye Loch Drive East  
Dunedin, FL 33528

ARTICLE 9 - BY-LAWS

The members, by both a vote of the majority of those present at any meeting at which a quorum is present, shall make, alter, amend, or rescind the By-Laws of the Association.

ARTICLE 10 - DISSOLUTION

Upon the dissolution or liquidation of the Association, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or to the federal government, or to a state or local government, for public purpose. None of the funds or assets, and none of the income of the Association, shall be paid over, distributed to or inure to the benefit of any member, officer or director of the Association or any other private individual.

ARTICLE 11 - STOCK

The Association shall not have or issue any shares of corporate stock.

ARTICLE 12 - OFFICE

The initial principal office of the Association is to be located at Dunedin, Florida, which office may be changed from time to time by action of the Board of Directors.

ARTICLE 13 - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted as follows: Every amendment shall first be proposed by member and shall then be approved by a majority of the members by resolution duly adopted at any meeting thereof at which a quorum is present. A copy of the proposed amendment with thereon a certificate that it has been approved by the members, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice President, shall be prepared and filed with the Secretary of State of the State of Florida in the manner required for Articles of Incorporation of corporations not for profit. The Articles of Incorporation shall be amended, and the amendment shall be incorporated therein, when the amendment has been filed with the Secretary of State, approved by him, and all filing fees have been paid. Subject to the foregoing terms and conditions, the Association reserves the right to alter, amend, change or repeal any provision contained herein.

ARTICLE 14 - CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by the fact that any director or officer of the Association is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such firm, association, corporation, or partnership. It is specifically intended that officers of the Association may also be officers in or have interest in the corporations with which management or maintenance agreements are or may be entered into with respect to Skye Loch Villas.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 22nd day of June, 1985, for the purpose of forming this corporation not for profit under the laws of the State of Florida, and we hereby make, subscribe, acknowledge, and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Frances M. La Montagne  
FRANCES M. LAMONTAGNE

Jeanie S. Wales  
JEANIE S. WALES

Anne Marston  
ANNE MARSTON

Walter M. Weser  
WALTER WESER

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared Frances M. LaMontagne, Jeanie S. Wales, Anne Marston and Walter Weser, parties of the foregoing Articles of Incorporation, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they make, subscribe and acknowledge the foregoing Articles of Incorporation as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 22nd day of June, 1985.

Della M. Kohl  
Notary Public, State of Florida

My commission expires: 9-20-85

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT

SKYE LOCH VILLAS OWNERS' ASSOCIATION, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SKYE LOCH VILLAS OWNERS' ASSOCIATION, INC., desiring to organize under and in accordance with the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 165 Skye Loch Drive West Dunedin, Florida, 33528, County of Pinellas, has named Frances M. LaMontagne, at 165 Skye Loch Drive West, Dunedin, Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent for SKYE LOCH VILLAS OWNERS' ASSOCIATION, INC., I hereby accept the designation and agree to act as the Registered Agent of said Corporation.

*Frances M. LaMontagne*  
FRANCES M. LAMONTAGNE

Dated this 21<sup>st</sup> day of June, 1985.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VII ELECTIONS

7.1. At the November's Regular Association Meeting the President will appoint a Nominating Committee of three (3) Members none of whom shall be a Member of the Board.

7.2. At the December's Regular Association Meeting the Nominating Committee will present Nominees for the Board. Nominations from the floor shall be called for at this time.

7.3. The names of the Nominees from the December's Regular Association Meeting will be posted on the bulletin board(s) and/or in the Ripple's at least five (5) days before the January Annual Meeting.

7.4. Nominations from the floor will be accepted and election of the Board Members will take place at the Annual Meeting in January.

7.5. A majority vote of the Members present and by Proxy is required to be elected.

7.6. All those elected will be introduced to the Membership by the President and take office at the February's Regular Association Meeting.

## ARTICLE VIII COMMITTEES

8.1. Standing Committees shall be established by the Board as required.

8.2. The President shall appoint members of the standing Committees to terms concurrent with his or her term of office.

8.3. Standing Committees may include but not necessarily be limited to;

A. Nominating Committee shall consist of three (3) Members, none of Who shall be a Members of the Board.

B. Covenants Enforcement Committee hereinafter referred to as C. E. C., shall consist of no less than three (3) Members, none of whom shall be a Members of the Board or their family members.

8.4. Committees maybe appointed as appropriate by the President and the Board.



ADMINISTRATIVE OFFICE  
3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312  
954.987.7550

March 19, 2013

Reply To:  
**Ellen Hirsch de Haan, J.D.**  
**EdeHaan@becker-poliakoff.com**

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BP@BECKER-POLIAKOFF.COM

Board of Directors  
Skye Loch Villas Owner's Association, Inc.  
729 Skye Loch Drive North  
Dunedin, FL 34698

Re: Use of Association Property

Dear Board of Directors:

Question: Who owns the Association? What is the function of the Association? Who owns the common area?

ANSWER: Skye Loch Villas is a homeowners association, governed by Chapter 617 (Florida Not for Profit Corporations Act) and Chapter 720 (Homeowners Association) of the Florida Statutes.

No one owns the Association. It is not a piece of property, and does not have shares. Also, under the law, it cannot make distributions of dividends to anyone.

Chapter 720, Section 720.303 provides that every association which operates a community must be a Florida corporation. The Association is a business entity, and is operated by a Board of Directors.

1. Declaration of Restrictions Skye Loch Villas --

a. Article I, Section 1. -- The Association is the Skye Loch Villas Owners Association, Inc., which is a Florida not for profit corporation, registered with the Division of Corporations in Tallahassee.

b. Article I, Section 2. -- Skye Loch Villas ("Properties") is defined as "the property owned by the Association pursuant to a Deed by and between the Association as Grantee and Mac Associates, Inc."

c. Article I, Section 3. -- Management is defined as supervision of all activities, uses, structures, equipment, improvements, and services with respect to the property, both real and personal, owned by the

FT. LAUDERDALE  
FT. MYERS  
FT. WALTON BEACH  
MIAMI  
MIRAMAR  
MORRISTOWN  
NAPLES  
NEW YORK  
NORTHERN VIRGINIA  
ORLANDO  
PRAGUE  
RED BANK  
SARASOTA  
STUART  
TALLAHASSEE  
TAMPA BAY  
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