

# **Exhibit**

# **A**

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of COACH HOUSES AT LEBBURG CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on August 27, 1980, as shown by the records of this office.

The charter number for this corporation is 753982.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 3rd day of September, 1980.

George Firestone  
Secretary of State



FILED

Aug 27 12 17 PM '20

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COACH HOUSES AT LEEsburg CONDOMINIUM ASSOCIATION, INC.

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

ARTICLE I

Name and Definitions

The name of the corporation shall be COACH HOUSES AT LEEsburg CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to F.S. 718.111 for the operation of COACH HOUSES AT LEEsburg, a condominium, located upon the following lands in Lake County, Florida:

Lot 4 of N. C. Lee Estates in the City of Leesburg, Florida, according to the plat thereof as recorded in Plat Book 1, page 75 of the Public Records of Lake County, Florida, LESS the West 1367.05 feet and less the South 280.0 feet thereof.

ARTICLE III

Powers

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

3.2. Enumeration. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

b. To use the proceeds of assessments and charges in the exercise of its powers and duties.

c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate the condominium property and property acquired or leased by the Association for use by unit owners.

e. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

f. To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.

g. To make and amend reasonable regulations respecting the use and appearance of the property in the condominium; provided, however, that all those regulations and their amendments shall be approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Association before they shall become

i. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.

j. To contract for the management of the condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose.

l. To employ personnel to perform the services required for proper operation of the condominium (and to purchase or lease a unit in the condominium from its owner in order to provide living quarters for a manager of the condominium).

3.3 Purchase of units. (Except as provided for living accommodations of management personnel,) the Association shall not have the power to purchase a unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4 Condominium property. All funds and the titles of all properties acquired by the Association and their proceeds

3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

#### ARTICLE IV

##### Members

4.1 Membership. The members of the Association shall consist of all of the record owners of units of the condominium, and after termination of the condominium shall consist of those who are members at the time of the termination and their successors and assigns.

4.2 Evidence. After transfer of the ownership of a unit in the manner required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Lake County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership and delivery to the Association of a certified copy of the recorded instrument. The owner receiving title of the unit by that instrument shall be a member of the Association and the membership of the prior owner shall be terminated.

4.3 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which that share is held.

4.4 Voting. A member of the Association shall be entitled to at least one vote for each unit owned by him. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

5.2 Duties and powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

5.3 Election; removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

5.4 First directors. 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:

JAMES A. GRAY	1419 Beverly Point Road Leesburg, Florida 32748
VIRGINIA R. GRAY	1419 Beverly Point Road Leesburg, Florida 32748
J. ROBERT DUGGAN	734 N. Third Street Suite 118 Leesburg, Florida 32748

## 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 are as follows:

Indemnification

Every director and officer of the Association, and every member of the Association serving the Association at its request, 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 or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person 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 by the Directors and members in the manner provided by the Bylaws.

## ARTICLE IX

Amendments



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 the approval is delivered to the secretary at or prior to the meeting. The approvals must be either

a. by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the votes of the entire membership of the Association; or

b. by not less than eighty percent (80%) of the votes of the entire membership of the Association.

9.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in §3.3 to 3.6 of Article III, entitled "Powers", without approval in writing by all members. No amendment shall be made that is not consented to in writing by all first mortgagees or that is in conflict with the Condominium Act. Each owner of a unit shall be responsible for obtaining any consent of the first mortgagee of his or her unit required for the amendment of these Articles.

9.4 Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the Public Records of Lake County, Florida.

#### ARTICLE X

##### Term

The term of the Association shall be perpetual.

#### ARTICLE XI

##### Subscribers

The names and addresses of the subscribers to these

Registered Office and Registered Agent

The registered office of the Association shall be 1419 Beverly Point Rd., Leesburg Florida, or at such other place as may be subsequently designated by the Board of Directors. The name and address of the registered agent of the Association is JAMES A. GRAY, at 1419 Beverly Point Rd., Leesburg, Florida, or such other person as may be subsequently designated by the Board of Directors.

Acceptance of Designation

The undersigned accepts the appointment as registered agent for the aforesaid Association.

  
\_\_\_\_\_  
JAMES A. GRAY

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 5<sup>th</sup> day of AUGUST, 1980.

  
\_\_\_\_\_  
JAMES A. GRAY

  
\_\_\_\_\_  
VIRGINIA R. GRAY

  
\_\_\_\_\_  
J. ROBERT DUGGAN

STATE OF FLORIDA

COUNTY OF LAKE

BEFORE ME, personally appeared JAMES A. GRAY and VIRGINIA R. GRAY, who are known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 5<sup>th</sup> day of AUGUST, 1980.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, personally appeared J. ROBERT DUGGAN, who is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 25<sup>th</sup> day of August, 1980.

*Marta A. Healy*  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES AUG. 6 1982  
BONDED thru GENERAL INS. UNDERWRITERS

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

1987 11 16 00 AM '88

COACH HOUSES AT LEESBURG CONDOMINIUM ASSOCIATION, INC.

Article III, Paragraph 3.1 of the Articles of Incorporation of COACH HOUSES AT LEESBURG CONDOMINIUM ASSOCIATION, INC., is hereby amended to read as follows:

3.1 General. The Association shall have included within its powers and duties all of those set forth within Section 718.111 of the Florida Statutes, as amended, and those set forth in the Declaration of Condominium and the By-Laws of this corporation, if they are not inconsistent with that Section of Chapter 718 of the said Florida Statutes.

Article III, Paragraph 3.2 of the Articles of Incorporation of the aforesaid corporation is hereby amended to read as follows:

3.2 Enumeration. The Association shall have all of the powers and duties set forth in the Declaration of Condominium and other condominium documents, except as limited by these Articles or the Florida Condominium Act and, in addition, shall have all of the powers and duties reasonably necessary to operate a condominium pursuant to the Declaration and the aforesaid Condominium Act as it may be amended from time to time, including but not limited to the following:

(the remainder of said Paragraph 3.2 of Article III shall continue as originally set forth in the articles of incorporation)

COACH HOUSES AT LEESEBURG CONDOMINIUM ASSOCIATION, INC.

By: [Signature]  
JAMES A. GRAY, President

Attest:

[Signature]  
VIRGINIA R. GRAY, Secretary  
Treasurer

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF LAKE

BEFORE ME, personally appeared JAMES A. GRAY and VIRGINIA R. GRAY, the President and Secretary/Treasurer, respectively, of COACH HOUSES AT LEESEBURG CONDOMINIUM ASSOCIATION, INC., a Florida corporation, who acknowledged before me that they executed the foregoing Articles of Amendment for the purposes therein expressed under authority duly vested in them by said corporation.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of November, 1980.

[Signature]  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES DEC 9 1981  
BONDED THRU GENERAL INS. UNDERWRITERS

This Amendment is made in accordance with the articles of incorporation file with the Secretary of State Office.

## EXHIBIT "G"

PERCENTAGE OF OWNERSHIP OF COMMON ELEMENTS  
AND COMMON SURPLUS IF PHASE II IS SUBMITTED  
TO CONDOMINIUM OWNERSHIP

The undivided share in the land and other common elements and common surplus appurtenant to each condominium unit in both Phases I and II if Phase II is submitted to condominium ownership is as follows:

<u>UNIT</u>	<u>PERCENTAGE</u>
1A	3.305
2A	2.945
3A	3.305
4A	2.945
1B	3.305
2B	2.945
3B	3.305
4B	2.945
1C	3.305
2C	2.945
3C	3.305
4C	2.945
1D	3.305
2D	2.945
3D	3.305
4D	2.945
1E	3.305
2E	2.945
3E	3.305

<u>UNIT</u>	<u>PERCENTAGE</u>
1G	3.305
2G	2.945
3G	3.305
4G	2.945
1H	3.305
2H	2.945
3H	3.305
4H	2.945

# State of Florida

713 PAGE 2214



Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of COACH HOUSES AT LEESBURG CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, filed on November 21, 1980, as shown by the records of this office.

The charter number of this corporation is 753982.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
21st day of November, 1980.



CER 101 Rev. 5-79

*George Firestone*  
George Firestone  
Secretary of State