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ACCOUNT NO. : 072100000032

REFERENCE : 826164 11405A

AUTHORIZATION :

COST LIMIT : \$ PPD

01 OCT -8 PM 1:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 8, 2001

ORDER TIME : 10:42 AM

ORDER NO. : 826164-005

CUSTOMER NO: 11405A

CUSTOMER: M. David Alexander, Esq  
Peterson & Myers, P.a.

141 5th Street Northwest  
Suite 300  
Winter Haven, FL 33881

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-10/08/01--01039--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: WATERFORD OAKS HOMEOWNERS  
ASSOCIATION, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS: \_\_\_\_\_

6216-2557-611

~~1151-23292~~

*J. Wilson* GAVE  
CSC

*principal address*

DATE \_\_\_\_\_

OFFICE \_\_\_\_\_

*PS*

RECEIVED  
01 OCT -8 AM 11:26  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 8, 2001

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: WATERFORD OAKS HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W01000023292

We have received your document for WATERFORD OAKS HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 301A00056100

**RESUBMIT**  
Please give original  
submission date as file date.

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01 OCT 12 AM 9:40  
DIVISION OF CORPORATION

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OCT-8 PM 1:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WATERFORD OAKS HOMEOWNERS ASSOCIATION, INC.

A Nonprofit Corporation

We, the undersigned natural persons of legal age, all of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

Article I: Name

The name of the corporation is WATERFORD OAKS HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Association").

Article II: Non-Profit Status

The Association is a nonprofit corporation.

Article III: Duration

The period of its duration is perpetual.

Article IV: Purpose and Powers of the Association

The Association is formed for the primary purpose of providing for the development, maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as Waterford Oaks, according to the plat recorded in Plat Book 116, pp. 10-11, of the public records of Polk County, Florida, and to promote the health, safety, and welfare of the residents within

the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association will have the power to:

(a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Polk County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed on the property of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(f) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise;

(g) Operate and maintain the surface water management facilities in the subdivision, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands, and any associated buffer areas, and wetland mitigation areas;

(h) From time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of lots,

common areas, recreation facilities, surface water management facilities, and the like, as described in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and the provisions of these articles of incorporation;

(i) Sue and be sued;

(j) Contract for services to provide for operation and maintenance of surface water management system facilities;

(k) Take any other action necessary for the purposes for which the Association is organized; and

(l) Participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each Class of members.

The Association is organized and will be operated for the above purposes. The activities of the Association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such Section.

**Article V: Registered Office and Agent**

The street address of the initial registered office of the Association is 400 Eagle Lake Loop Road East, Winter Haven, Florida 33884, and the name of its initial registered agent at that address is Leslie W. Dunson, III. The principal address is the same as the registered office.

**Article VI: Management**

The affairs and business of the Association shall be managed by a board of directors and by officers as provided in the Association's bylaws. The method of election of directors shall be stated in the Association's bylaws.

**Article VII: Membership**

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the Association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

**Article VIII: Voting Rights**

The Association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the declarant, as that term is defined in the

Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the declarant, as that term is defined in the Declaration, including its successors and assigns. The declarant will be entitled to three votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

#### **Article IX: Board of Directors**

The affairs of the Association shall be managed by a board of directors, initially comprised of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment to the bylaws of the Association but shall never be less than three (3). From and after the meeting immediately following the expiration of Class B membership in the Association, the board shall at all time be comprised of at least nine (9) directors. At all times, the members of the board of directors shall consist of an odd number and shall be divided as equally as the number of directors will permit into three classes: Class 1, Class 2, and Class 3. The term of



office for all directors shall be three (3) years, except the term of office of the initial Class 1 director(s) shall expire at the annual meeting next ensuing, the term of office of the initial Class 2 director(s) shall expire one (1) year thereafter, and the term office of the initial Class 3 director(s) shall expire two (2) years thereafter. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign, or are removed are as follows:

Class 1 Director

Leslie W. Dunson, III  
400 Eagle Lake Loop Road East  
Winter Haven, Florida 33884

Class 2 Director

Terry W. Donley  
6755 Winterset Gardens Road  
Winter Haven, Florida 33884

Class 3 Director

Sandra J. Bates  
6745 Winterset Gardens Road  
Winter Haven, Florida 33884

The directors shall be classified as to the term of office in the manner hereinabove provided for the initial board, so that, as nearly as the number of directors will permit, one-third (1/3) of the directors of the Association shall be elected at

each annual meeting of the Association. Directors are eligible to serve successive terms in office without limitation.

**Article X: Dissolution**

The Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. On dissolution, the assets of the Association and the control or right of access to the property containing the surface water management system facilities will be distributed or dedicated, as appropriate, to an appropriate public agency or public utility, to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

**Article XI: Incorporators**

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Leslie W. Dunson, III	400 Eagle Lake Loop Rd., E. Winter Haven, FL 33884
Terry W. Donley	6755 Winterset Gardens Rd. Winter Haven, FL 33884

Sandra J. Bates

6745 Winterset Gardens Rd.  
Winter Haven, FL 33884

**Article XII: Bylaws**

The bylaws of the Association shall be initially adopted by the board of directors. Thereafter, the bylaws shall be altered or rescinded by majority vote of a quorum of members present at any regular or special meeting of the membership duly called and convened.

**Article XIII: Amendments**

Any amendments of these articles may be proposed by any member of the Association at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to cast at least two-thirds (2/3) of the total votes eligible to be cast at any regular or special meeting of the membership duly called and convened.

**Article XIV: Indemnity**

The Association shall indemnify any person made a party or threatened to be made a party to any threatened, pending, or completed action, or proceeding, pursuant to the provisions contained in Sections 617.0831 and 607.0850, Florida Statutes (2000), and any amendments thereto.

**Article XV: H.U.D./V.A. Approval**

As long as there is Class B membership, the following actions will require the prior approval of the Housing and Urban

Development Agency and/or the Veterans Administration if an application for mortgage guarantee has been made and not withdrawn for any property subject to these Articles of Incorporation:

- (a) Annexation of additional properties,
- (b) Mergers and consolidations,
- (c) Mortgaging of the Common Area,
- (d) Dissolution of this Corporation
- (e) Amendment to these Articles of Incorporation.

**Article XVI: Interpretation**

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these articles of incorporation. In subscribing and filing these articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these articles and the declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

Executed at Winter Haven, Polk County, Florida, on

\_\_\_\_\_, 2001.

Matthew D. Alford  
Denise M. Selley

Leslie W. Dunson, III

Matthew D. Alford  
Denise M. Selby

Terry W. Donley  
Terry W. Donley

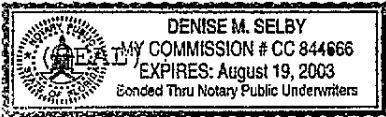
Pamela S. Lax

Sandra J. Bates  
Sandra J. Bates

PAMELA S. LAX  
Betty Ramesh  
Betty Ramesh

STATE OF FLORIDA  
COUNTY OF POLK

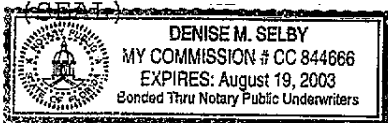
The foregoing instrument was acknowledged before me this 3rd day of October, 2001, by LESLIE W. DUNSON, III. He is personally known to me.



Denise M. Selby  
Notary Public  
Print Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 5th day of October, 2001, by TERRY W. DONLEY. He is personally known to me.



Denise M. Selby  
Notary Public  
Print Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

STATE OF WISCONSIN  
COUNTY OF VILAS

The foregoing instrument was acknowledged before me this  
4TH day of OCTOBER, 2001, by SANDRA J. BATES. She is  
personally known to me.

(SEAL)

*Pamela S. Lax*  
Notary Public  
Print Name: PAMELA S LAX  
My commission expires: 1-19-2003

Revised: September 25, 2001

FILED

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**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091 and 617.0501(3), Florida Statutes, the following is submitted:

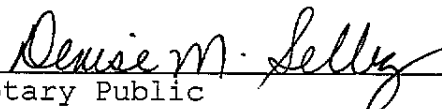
That **WATERFORD OAKS HOMEOWNERS ASSOCIATION, INC.**, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 400 Eagle Lake Loop Road East, Winter Haven, Florida 33884, has named LESLIE W. DUNSON, III, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, LESLIE W. DUNSON, III, hereby agrees to act in this capacity, and further states he is familiar with and accepts the obligations of the position and agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

  
\_\_\_\_\_  
Leslie W. Dunson, III

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument has acknowledged before me this 3rd day of October, 2001, by LESLIE W. DUNSON, III, who is personally known to me.

  
\_\_\_\_\_  
Notary Public  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SEAL)

