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FLORIDA NON-PROFIT CORPORATION

Berry Town Center Property Owners' Association, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05/0
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
BERRY TOWN CENTER PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: BERRY TOWN CENTER PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II. CORPORATE PURPOSE AND MEMBERS OF THE CORPORATION

Purpose of Corporation. The purpose of the corporation is to act as the association for a commercial community comprised of land located primarily in Section 13, Township 24 South, Range 26 East, Polk County, Florida. The Association shall perform its duties under that Declaration of Restriction, Covenants and Conditions and Grant of Easements for Berry Town Center, which will be referred to as the "Declaration". All corporate documents of this Association shall be interpreted with reference to said Declaration. Any terms defined in the Declaration shall have the same meaning in these Articles, in the Association's Bylaws, and in all other corporate documents, unless the context strongly requires otherwise. The purpose of the corporation shall, in addition to other matters described in the Declaration, be to operate, maintain and manage the Surface Water Management System in a manner consistent with the St. Johns River Water Management District permit or permits issued regarding the Town Center, including requirements and applicable District rules. The Association shall assist in the enforcement of the terms of the Declaration which relate to the Surface Water Management System. The Association shall levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of the Surface Water Management System.

Membership in Association. Every Owner of a Shopping Center Parcel or a Town Center Parcel shall be a member of the Association and the term "Member" or "member" shall

This instrument prepared by:
Robert O. Sammons, Esq.
1552 Sixth Street SE
Winter Haven FL 33880
(863) 293-3801
Florida Bar # 282952

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have the same meaning as "Owner" in the Declaration. Membership shall be appurtenant to and may not be separated from ownership of a Parcel which is subject to assessment. Each owner of a Parcel shall be entitled to vote on the affairs of the Association.

Voting Rights. The Association shall have two classes of voting members as follows:

Class A. Class A Members shall be all Owners with the exception of Declarant, and shall be entitled to one vote for each full 100 square feet of land area located within the Parcel or Parcels owned by the Owner. When more than one person holds an interest in a given Parcel, all such persons shall be Members and the vote for such Parcel shall be exercised as they may determine among themselves.

Class B. The Class B Member shall be Declarant, who shall be entitled to exercise three (3) votes for each 100 square feet of land area located within the Parcel or Parcels owned by the Declarant.. The Class B membership shall cease and be converted to Class A membership upon the first of the following events to occur:

- (1) the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.
- (2) December 31, 2009.
- (3) the Declarant records a notice of Declarant's election to terminate the Class B membership.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. If the corporation is dissolved, terminated, or liquidated, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE IV. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation in the State of Florida is 400 Eagle Lake Loop Road, Winter Haven FL 33880. The mailing address of the Corporation shall be P. O. Box 5609, Winter Haven FL 33880. The Board of Directors may from time to time move the principal office to any other address.

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1556 Sixth Street SE, Winter Haven FL 33880, and the name of the corporation's initial registered agent at that address is Thomas C. Floyd. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws. The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Ernest Caldwell	P. O. Box 5609, Winter Haven FL 33880
Kate Morris	P. O. Box 5609, Winter Haven FL 33880
Kathy McDaniel	P. O. Box 5609, Winter Haven FL 33880

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified. Directors shall be elected by a vote of the members of the corporation as provided in the bylaws of the corporation.

ARTICLE VII. CORPORATE POWERS

The corporation shall have the following powers:

1. The corporation shall have all of the powers of a corporation not for profit in the state of Florida and all powers necessary to fulfill its duties and powers under the declaration of restrictions for the Subdivision. These powers shall include, but not be limited to the following:
 - A. Own and convey property.

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- B. Operate and maintain common property, specifically the Town Center Common Area, including the surface water management system as permitted by the St. Johns River Water Management District including all lakes, retention areas, culverts and related appurtenances.
- C. Establish rules and regulations.
- D. Assess members and enforce said assessments.
- E. Sue and be sued.
- F. Contract for services to provide for operation and maintenance if the Corporation determines to employ a maintenance company.
- G. Take any other action necessary for the purposes for which the corporation is organized.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

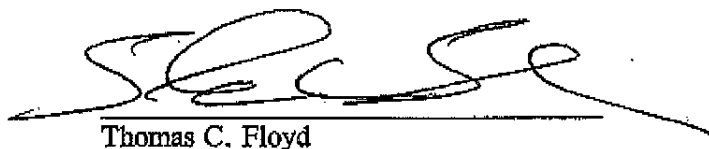
Name

Address

Thomas C. Floyd

1556 Sixth Street SE, Winter Haven FL 33880

Executed this 30th day of September, 2002.



Thomas C. Floyd
Incorporator

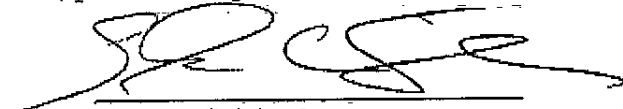
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That BERRY TOWN CENTER PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office at 400 Eagle Lake Loop Road, Winter Haven FL 33880 and its registered office, as indicated in the Articles of Incorporation, at, has named, Thomas C. Floyd, at 1556 Sixth Street SE, Winter Haven FL 33880, Polk County, Florida, as its agent to accept service of process within this state.



Thomas C. Floyd
Incorporator

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. I am familiar with, and accept, the obligations of that position.



Thomas C. Floyd
Registered Agent

This instrument prepared by:
Robert O. Sammons, Esq.
1556 Sixth Street SE
Winter Haven FL 33880
(863) 293-3801
Florida Bar # 282952

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