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June 13, 1996

Department of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

Attention: Kim Rolfe

RECEIVED  
JUN 14 1996  
10:21 AM  
122.50 122.50

FILED  
JUN 14 1996  
10:21 AM  
122.50 122.50

Re: Replacing CANTERBURY HOMEOWNERS ASSOCIATION, INC.  
with CANTERBURY PROPERTY OWNERS' ASSOCIATION, INC.

Ladies and Gentlemen:

As you requested in our telephone conference of June 12, 1996, we are enclosing the original and one executed copy of the Articles of Incorporation for Canterbury Property Owners' Association, Inc., together with a Certificate Designating Registered Agent, which replaces those previously mailed to you. Please approve and file the originals and return a certified copy to our office.

Please call our office if anything further is required. Thank you for your services.

Sincerely,

HARRIS, MIDYETTE & GEARY, P.A.

By:

Eduardo F. Morrell

EEM/db

Enclosures as stated above

cc Canterbury Property Owners' Association, Inc

cc debbie.corporat@dos.flr.state

6-17-96  
KR

ARTICLES OF INCORPORATION

OF

CANTERBURY PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned Incorporator, 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 Association is CANTERBURY PROPERTY OWNERS' ASSOCIATION, INC. (the "Association").

ARTICLE II.  
(PURPOSE)

The purposes for which the Association is organized are:

- A. To promote the recreation, health, safety and welfare of residents of Canterbury Subdivision, a recorded subdivision, Lakeland, Polk County, Florida.
- B. To own, improve and maintain common areas within Canterbury Subdivision or adjacent thereto.

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26 JUN 16 AM 7:50  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

C. To enforce the covenants, conditions and restrictions contained in the Declaration of Covenants, Conditions and Restrictions for Canterbury Subdivision, recorded in the Public Records of Polk County, Florida, as they may be amended from time to time (the "Declaration").

D. To assess owners of lots in Canterbury Subdivision, Lakeland, Polk County, Florida, as provided in the Declaration, for the purpose of raising funds to be used to carry out the purposes set forth above; to expend such funds for those purposes; and to enforce liens for such assessments, by legal action, if necessary.

E. To engage in all activities permitted by Florida law in furtherance of the above purposes.

### **ARTICLE III. (POWERS)**

The Association shall have all of the powers of a corporation not for profit incorporated under the laws of Florida. All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and no part of the assets or the net earnings of this Association shall inure to the benefit of any individual member or other person. The Association may, however, reimburse its members for actual expenses incurred for or in behalf of the Association and may pay compensation in a reasonable amount to its members for actual services rendered to the Association as permitted by law.

**ARTICLE IV.  
(MEMBERS)**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot within Canterbury Subdivision which is subject by the Restrictive Covenants and Conditions of record to assessment by the Association shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be on the terms and conditions set forth herein as regulated by the Board of Directors of the Association, and it shall be appurtenant to and may not be separated from the ownership of any lot in Canterbury Subdivision.

**ARTICLE V.  
(TERM OF EXISTENCE)**

The Association is to exist perpetually, beginning at the time of the filing of these Articles of Incorporation with the Secretary of State's office.

**ARTICLE VI.  
(ADDRESS)**

The street address of the initial principal office of the Association in the State of Florida is 432 Eunice Drive, Lakeland, Florida 33803. The Board of Directors may from time to time move the principal office to any other address in Florida, and

may establish branch offices in such other place or places as may be designated by the Board of Directors.

**ARTICLE VII.  
(REGISTERED AGENT)**

The Registered Agent of the Association and the street address of the Registered Agent and Registered Office of the Association shall be as follows:

<u>Name</u>	<u>Address</u>
Gene Engle	432 Eunice Drive Lakeland, Florida 33803

**ARTICLE VIII.  
(INCORPORATOR)**

The name and street address of the Incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Gene Engle	432 Eunice Drive Lakeland, Florida 33803

The Incorporator to these Articles of Incorporation hereby assigns to this Association any and all of his or her rights under Section 617.0202, Florida Statutes, to constitute an Association.

**ARTICLE IX.  
(BOARD OF DIRECTORS)**

This Association shall be governed by a Board of Directors, the original members of which are designated herein. There shall be three (3) Director(s) initially. The number of Directors may be increased or decreased from time to time, by a majority vote of the members, but shall never be less than three (3). The Directors shall normally be elected at the annual meeting of the members as provided in the By-Laws.

**ARTICLE X.  
(ORIGINAL DIRECTORS)**

The name and street address of the initial Directors of the Association are:

<u>Name</u>	<u>Address</u>
Gene Engle	432 Eunice Drive Lakeland, Florida 33803
Donnie Tyler	5397 North Socrum Loop Road Lakeland, Florida 33809
John C. Watkins	1144 W. Griffin Road Lakeland, Florida 33804

The initial Directors shall serve until the qualification and taking of office of their successors. Directors shall be elected or appointed annually by the members.

**ARTICLE XI.  
(OFFICERS)**

The affairs of the Association shall be managed, under the direction of the Board of Directors, by officers elected or appointed by the Board of Directors as provided in the By-Laws; such officers shall include at least a president, one (1) or more vice presidents, a secretary and a treasurer.

**ARTICLE XII.  
(ORIGINAL OFFICERS)**

The names and street addresses of the initial officers of the Association are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Gene Engle	432 Eunice Drive Lakeland, Florida 33803	President/Treasurer /Secretary
Donnie Tyler	5397 North Socrum Loop Road Lakeland, Florida 33809	Vice President

**ARTICLE XIII.  
(BY-LAWS)**

The By-Laws of the Association shall be adopted by the Board of Directors. Any alteration of, amendment to, or revision of any By-Law provision, shall be proposed by the Board of Directors, and shall require the approval of the members to the extent set forth in the By-Laws.

**ARTICLE XIV.**  
**(AMENDMENTS TO ARTICLES)**

Amendments to the Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the members, and approved by a two-thirds (2/3) majority vote of the members present and voting at a special meeting properly called for that purpose, and where a quorum is present, or at an annual meeting where notice of the proposed action was included in the notice of the meeting, and where a quorum is present.

Article XVI of these Articles, concerning tax exempt status, may be amended at any time upon unanimous approval by the Board of Directors, but only to ensure that the Association retains its tax exempt status, in the event of a change in the tax law.

**ARTICLE XV.**  
**(RIGHTS OF DEVELOPER)**

Notwithstanding any provisions to the contrary, the Canterbury Partnership, a Florida general partnership (the "Developer") shall have the following rights before turning over control of the Association to the membership:

A. The Developer shall be a voting member of the Association. The Developer shall retain its membership and at least one (1) vote until such time as any amounts owed to it by the Association are paid in full.



B. At the first annual meeting of the Association, the Developer and members shall elect the members of the Board of Directors.

C. In the event of the removal, resignation, death, or other vacancy of a position on the Board of Directors, which occurs prior to the first annual meeting of the Association, the vacancy shall be filled by the Developer. After the first annual meeting of the Association, the vacancy shall be filled by the Board.

D. The Developer shall have the right, at any time prior to December 31, 2006, to amend the Articles of Incorporation without the consent of the Members or the Board, but only for the purpose of complying with the requirements of the Veterans Administration, the Federal National Mortgage Administration, or the Internal Revenue Code. Any such amendment shall bind all lot owners within the Canterbury Subdivision as if the amendment had been included in the original Articles of Incorporation.

**ARTICLE XVI**  
**(TAX-EXEMPT STATUS)**

Because the primary purpose of the Association is to acquire, construct, manage, maintain and care for the property in Canterbury Subdivision, the Association is exempt from taxation under §528 of the Internal Revenue Code of 1986 (IRC).

To qualify for the tax-exempt status, the Association shall do the following each year, if required by law:

- A. File the proper form to elect tax-exempt status with the proper division of the Internal Revenue Service (IRS);
- B. Ensure that at least sixty percent (60%) of its income is from membership dues, fees, or assessments imposed upon the members;
- C. Ensure that at least ninety percent (90%) of its expenditures are for the purpose listed above; and
- D. Ensure that none of its net earnings inure to the benefit of any private shareholder or individual.

In the event of dissolution, the residual assets of the Association will be turned over to another organization qualifying for tax-exempt status under §528 of the IRC, or the corresponding sections of any future law; or to the Federal, State or local government for exclusive public purpose; provided that none of the assets will be distributed to any private shareholder or individual.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 13th day of June, 1996, for the purpose of forming this Association under the laws of the State of Florida, and I hereby

Articles of Incorporation of  
Canterbury Property Owners' Association, Inc.  
Page: 10

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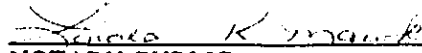
make and file with the Department of State of the State of Florida, these Articles of  
Incorporation, and certify that the facts herein stated are true.

  
\_\_\_\_\_  
GENE ENGLE - INCORPORATOR (SEAL)

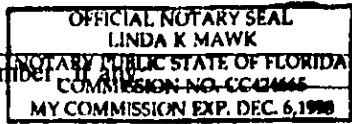
STATE OF FLORIDA,  
COUNTY OF POLK.

The foregoing instrument was acknowledged before me this 13 day of June,  
1996 by Gene Engle, who is personally known to me or who has produced  
Personally Known as identification and who (did/did not) take  
an oath.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC

LINDA K MAWK  
\_\_\_\_\_  
(Type/Print/Stamp Name)

Serial Number 11419  
  
NOTARIAL STAMP

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

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That **CANTERBURY PROPERTY OWNERS' ASSOCIATION, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Lakeland, County of Polk, State of Florida, has named the following as its agent to accept service of process within the State of Florida:

**GENE ENGLE  
432 Eunice Drive  
Lakeland, Florida 33803**

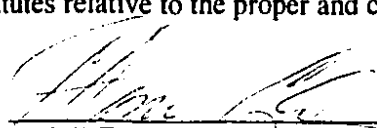
**CANTERBURY PROPERTY OWNERS' ASSOCIATION, INC.**

By: 

**GENE ENGLE,  
Director**

Date: June 13, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
**GENE ENGLE,  
Registered Agent**

Date: June 13, 1996

Filing Fee: \$35.00  
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96 JUN 14 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA