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August 14, 2000

OUR FILE NO:

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*****78.75 *****78.75

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE FL 32314

Re: Denton Oaks Home Owners Association, Inc.

Gentlemen:

Please find enclosed herewith the original and copy of the Articles of Incorporation of the above corporation, and a Designation of Resident Agent. Please send a Certificate of Status directly to this office.

Also enclosed is a check in the amount of \$78.75 to cover the costs of the filing fee, Registered Agent designation and Certificate of Status.

Thank you for your cooperation and assistance in this matter.

Cordially yours,

SFB
Stephen F. Baker

SFB/clh
Enclosures

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100 SEP - 8 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-20775
gk8/23



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 2000

STEPHEN F. BAKER
565 AVENUE K., S.E.
WINTER HAVEN, FL 33880

SUBJECT: DENTON OAKS HOME OWNERS ASSOCIATION, INC.
Ref. Number: W00000020775

We have received your document for DENTON OAKS HOME OWNERS 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 300A00045288

**ARTICLES OF INCORPORATION
OF
DENTON OAKS HOME OWNERS ASSOCIATION, INC.
OF CENTRAL FLORIDA
A Corporation Not for Profit**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following proposed Articles of

Incorporation:

ARTICLE I: NAME

The name of this corporation shall be Denton Oaks Home Owners Association, Inc., of Central Florida and the principal place of business shall be at 610 Raymond Loop, Auburndale, FL 33823. For convenience, the corporation shall hereinafter be referred to as the "Association."

ARTICLE II: PURPOSES

The Association is organized for the following purposes,

- A. To insure that the lands in the subdivision hereinafter defined shall remain an area of high standards.
- B. To enforce through appropriate legal means the covenants, restrictions, reservations and servitude's impressed upon the lands within the subdivision of Raymond E. Denton, hereinafter referred to as "Developer."
- C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any to the purposes set forth herein.
- D. To operate and maintain the Association's common property.

E. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

F. The Association shall make no distribution of income to its members, directors or officers. The Association shall not exist or be operated for pecuniary profit. The Association may, however, reimburse its members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its members for any actual services rendered to the Association as permitted by law.

ARTICLE III: POWERS

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

1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, and shall further have any exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

2. The Association shall have all of the powers and duties expressly conferred upon it as set forth in the Declaration of Covenants, Conditions, Easements, and Restrictions (the "Declaration") that may from time to time be filed with respect to Denton Oaks subdivision and such additions of lands thereto as may be brought within the jurisdiction of the Association (the "Subdivision") as provided in the Declaration and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the Declaration herein mentioned, including, but not limited to, the following:

a. To fix, levy, collect and enforce payment by an lawful means, all charges and assessments pursuant to the terms of the Declaration:

b. To 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 against the property of the Association;

c. To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease and transfer, or otherwise dispose of real and personal property in connections with the affairs of the Association;

d. To perform such other activities of the Association which, in the opinion of the Board of Directors thereof, shall be reasonably appropriate to its accomplishment of the purposes for which it is organized and the performance of its duties and obligations;

e. To use the proceeds of assessments in the exercise of its powers and duties;

f. To enforce by legal means the provisions of the Declaration with respect to lands in the subdivision, these Articles, the Bylaws of the Association, and the regulations adopted by the Association;

g. To employ personnel to perform the services as requires for the proper operations of the Association;

h. To sue and be sued;

i. To operate and maintain the Association's common property.

1. To establish rules and regulations.

3. All funds and title to all property acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and Bylaws.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provision of the Bylaws.

5. The foregoing powers shall, except where otherwise expressed, be in no way limited or restricted by reference to, or influence from, the terms of any other clause of this or any other Articles of these Articles of Incorporations, and shall be construed as purposes, as well as powers, and notwithstanding the expressed enumeration of purposes elsewhere expressed in these Articles.

ARTICLE IV: MEMBERSHIP

1. Every person or entity who is a record owner of a lot within the subdivision and which is subject by covenants of record to assessment by the Association, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Asso Association.
2. Change of ownership in the Association shall be established by the recording in the Public Records of Polk County, Florida, or a deed or other instrument establishing a record title to a lot and shall be evidenced by delivery to the Association of a certified copy of such instrument. The membership of the prior owner shall be terminated as of the date of execution of such deed or other instrument.
3. The share of a member and the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his lot.
4. The Association shall have voting members which may be divided into such classes as shall be provided in the Declaration for the Subdivision.

ARTICLE V: DURATION

The corporation is to exist perpetually. In the event of dissolution, the property consisting of the surface water management system shall be conveyed to a similar non-profit corporation.

ARTICLE VI: DIRECTORS

I - The affairs of the Association shall be managed by a board of three (3) directors. The names and addresses of the initial directors, who shall hold office until the first meeting of members or until the successors are elected and qualified, are as follows:

Name	<u>Address</u>
Raymond E. Denton	610 Raymond Loop Auburndale, FL 33823
David Denton.	3535 NC 42 Hwy. Wilson, North Carolina 27893
Mark Denton	3535 NC 42 Hwy. Wilson, North Carolina 27893

2. The Developer shall have the right to terminate its control of the Association at any time.

The directors herein named shall serve until the first election of directors. Any vacancy in their number occurring before the first election shall be filled by the remaining directors. The officers and directors will be elected by the method set in the bylaws.

ARTICLE VII: OFFICERS

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors. The name and address of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Raymond E. Denton
Secretary	Raymond E. Denton
Treasurer	Raymond E. Denton

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TALLAHASSEE, FLORIDA

ARTICLE VIII: BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX: AMENDMENTS

The members may amend these Articles of Incorporation at any regular or special meeting, provided that notice of the meeting has been given to all members at least ten (10) days in advance of the meeting, and provided that such notice states that an amendment or amendments to the Articles of Incorporation will be considered and provided that at least two-thirds (2/3rds) of the entire membership approve any amendment. Any amendment shall be certified to the Secretary of the State of Florida, as provided by law.

ARTICLE X: INCORPORATOR

The name and address of the sole incorporator is Raymond E. Denton, 3535 NC 42 Hwy, Wilson, North Carolina 27893.

ARTICLE XI: INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 610 Raymond Loop, Auburndale, FL 33823, and the name of the initial registered agent at that address is Raymond E. Denton.

IN WITNESS WHEREOF, the subscriber has hereunto affixed his hand and seal this

1st day of August

Raymond E. Denton

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, an officer duly authorized to take acknowledgments and administer oaths under the State and County aforesaid, personally appeared

Raymond E. Denton to me well known to be the incorporator described in the foregoing Articles of Incorporation, and who is personally known to me or who has produced _____ as identification, and he acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Polk County, Florida this 1st day of

August 2000

Brenda Hancock
Notary Public, State of Florida

My Commission Expires:

