



NO 10000001601

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March 1, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
01 MAR -5 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: **Shaddock Estates Home Owners
Association, Inc.**
Our File No. CB-13686

Gentlemen:

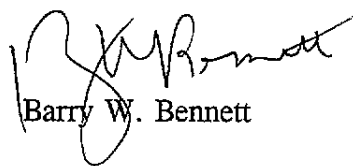
Enclosed for filing please find Articles of Incorporation for **Shaddock Estates Home
Owners Association, Inc.** together with our check in the amount of \$78.75 for filing fee and
a certified copy to be returned to me.

Thank you for your assistance.

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-03/05/01--01036--017
*****78.75 *****78.75

Very truly yours,

The Stanley Wines Law Firm, P.A.


Barry W. Bennett

BWB:jad

enclosures

CB 3-8

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SHADDOCK ESTATES HOME OWNERS ASSOCIATION, INC.
A Corporation Not For Profit

The undersigned, for the purpose of forming a non-profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following proposed Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation shall be **SHADDOCK ESTATES HOME OWNERS ASSOCIATION, INC.**, and the principal place of business shall be at 304 East Park Street, Auburndale, Polk County, Florida 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, for the comfort, convenience and accommodation of lot owners in Shaddock Estates Subdivision;

B. To enforce through appropriate legal means the covenants, restrictions, reservations and servitudes impressed upon the lands within the subdivision of J.B. & D., INC. AND ASSOCIATES, a Minnesota corporation, 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

limitation 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 of the purposes set forth herein.

D. To operate and maintain the Association's common property, including without limitation, the private road ways, gates, landscaping, and specifically the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances.

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 SHADDOCK ESTATES SUBDIVISION 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 any 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, dedicate for public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

d. Borrow money, and with the assent of 2/3rds of each class of members, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

e. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of 2/3rds of each class of members;

f. 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;

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

h. 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;

i. To employ personnel to perform the services as required for the proper operation of the Association.

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 provisions 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 Incorporation, 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 including portions thereof or undivided interest therein in accordance with the Declaration which have been

declared by the Developer to be members of the Association pursuant to the Declaration recorded in the Public Records of Polk County, Florida, 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 an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the 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; however, if the Association is dissolved, the property consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government, but if not accepted by said agency, the said Surface Water Management System shall be dedicated to a similar non-profit corporation.

ARTICLE VI: DIRECTORS

1. The affairs of the Association shall be managed by a board of not less than three (3) nor more than five (5) directors who must be members of the Association. 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:

<u>Name</u>	<u>Address</u>
Dean Faulks	7601 W. 101 Street, Suite 218 Bloomington, MN 55438
Judy L. Williams	902 Flag Court Auburndale, FL 33823
Charles H. Kindred	143 Harbor Way Auburndale, FL 33823

At the first annual meeting, the members shall elect one-third of the directors for a term of one (1) year, one-third for a term of two (2) years, and one-third for a term of three (3) years; and at each annual meeting thereafter, the members shall elect one-third of the directors for a term of three (3) years.

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.

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	Dean Faulks
Vice President	Charles H. Kindred
Secretary	Judy L. Williams
Treasurer	John P. Summers

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 State of Florida, as provided by law.

ARTICLE X: INCORPORATOR

The name and address of the sole incorporator is Dean Faulks, 7601 W. 101 Street, Suite 218, Bloomington, Minnesota 55437.

ARTICLE XI: INDEMNIFICATION

Every director and every officer of the Association 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 proceedings 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 any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest for the Association. The foregoing right of indemnification shall be in addition to and non-exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XII: INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 60 Second Street, S.E., Winter Haven, Florida 33880-6300 and the name of the initial registered agent at that address is Barry W. Bennett.

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

23rd day of February, 2001.


DEAN FAULKS

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 DEAN FAULK, 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 Auburndale, Polk County, Florida this 23rd day of February, 2001.



Judith M. Sheekey
Notary Public, State of Florida

My Commission Expires: 3/9/04

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **SHADDOCK ESTATES HOME OWNERS ASSOCIATION, INC.**, which is contained in the foregoing Articles of Incorporation.

Dated this 1st day of March, 2001.



BARRY W. BENNETT
Registered Agent

FILED
01 MAR -5 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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