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BERG & WHEELER, P.A.
ATTORNEYS AT LAW
JEFFREY BUILDING
217 EAST ROBERTSON STREET
BRANDON, FLORIDA 33511

ELIZABETH S. WHEELER*
RICHARD F. WHEELER
WALTER H. BERG, JR.
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*BOARD CERTIFIED IN APPELLATE PRACTICE

July 18, 2002

VIA OVERNIGHT MAIL

Mr. Alan Crum
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Walden Groves Homeowners Association, Inc.

Dear Mr. Crum:

With regard to the above-referenced corporation, enclosed are the articles of incorporation. Also enclosed is this firm's check in the amount of \$78.75, in payment of the following fees:

Filing fee for the articles	\$ 35.00
Designation of and acceptance of resident agent	35.00
One certified copy of articles of incorporation	<u>8.75</u>
	\$ 78.75

Thank you for your assistance in this matter.

Very truly yours,



Richard F. Wheeler

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Enclosure
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
WALDEN GROVES HOMEOWNERS ASSOCIATION, INC.**

THE UNDERSIGNED desire to form a continuing association of homeowners in that subdivision located in Hillsborough County, Florida, known as Walden Groves, (hereinafter referred to as the "Subdivision") and for that purpose adopt the following Articles of Incorporation to establish a corporation not for profit under the laws of the State of Florida:

ARTICLE I. NAME

The name of the corporation shall be Walden Groves Homeowners Association, Inc. (hereinafter called the "Association").

ARTICLE II. PRINCIPAL OFFICE

The street address of the initial principal office of the Association is 217 East Robertson Street, Brandon, Florida 33511, and the mailing address of the Association is Post Office Box 805, Valrico, Florida 33594.

ARTICLE III. DEFINITIONS

Throughout these Articles, the following definitions shall apply:

- a. "Articles" means these Articles of Incorporation.
- b. "Association" means Walden Groves Homeowners Association, Inc., a Florida not-for-profit corporation, and its successors and assigns.
- c. "Board of Directors" or "Board" means the board of directors of the Association.
- d. "Bylaws" means the bylaws of the Association.
- e. "Declaration" means that Declaration of Covenants, Conditions and Restrictions for Walden Groves, recorded in Official Records Book 11747, at Page 0344, of the Public Records of Hillsborough County, Florida.
- f. "Lot" means any subdivided residential lot that is a part of the Property as reflected on the recorded Plat.
- g. "Member" means a person or entity eligible for membership in the Association as provided in these Articles and in the Declaration, and shall be synonymous with the terms "Owner" and "Lot Owner."
- h. "Owner" or "Lot Owner" means the record owner, whether one or more persons or entities, owning fee simple title to any Lot. These terms shall not include any mortgagee unless and until such mortgagee has acquired fee simple title pursuant to foreclosure

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or any conveyance in lieu of foreclosure.

i. "Plat" means the plat of Walden Groves subdivision, recorded in Plat Book 92, at Page 50, of the public records of Hillsborough County, Florida.

j. "Property" or "Subdivision" means the real property located in Hillsborough County, Florida, which legally is described in Article II of the Declaration, commonly known as "Walden Groves" subdivision, according to the Plat.

k. "Surface Water Management System" or "Drainage System" means those drainage facilities described in Article V of the Declaration.

ARTICLE IV. PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for maintenance of the Surface Water Management System, the enforcement of use restrictions and covenants as may be applicable to the Subdivision, and to promote the health, safety and welfare of the residents within the Subdivision. For this purpose, the Association shall be authorized and empowered to:

A. Exercise all of the powers and privileges and perform all of the duties and obligations set forth in the Declaration applicable to the Association, as the same may be amended from time to time as therein provided. The Declaration is incorporated herein by this reference in the manner as if set forth herein at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, 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 against the property of the Association; and

C. Exercise any and all powers, rights and privileges which a corporation organization under Chapter 617 of the Florida Statutes, entitled Corporations Not for Profit, as that law presently exists or may hereafter be amended.

ARTICLE V. MEMBERSHIP

A. Membership. Every Lot Owner automatically shall become a Member of the Association upon the acquisition of fee simple title to such Lot by filing a deed therefor in the public records of the County. Membership in the Association shall be appurtenant to, and may not be separated from, the ownership of the Lots in the Subdivision. Membership in the Association with respect to each Lot shall continue until such time as the Member transfers or conveys of record such Member's interest in such Lot, and such Member's membership in the Association, with respect to the Lot conveyed, shall automatically be conferred upon such transferee. The foregoing is not intended to include transfers of interests in Lots to persons who hold an interest in the Lot merely as security for the performance of an obligation, and the giving of a security interest in a Lot shall not terminate the Owner's membership in the Association. No person or entity holding an interest of any type or nature whatsoever in any Lot as security for the performance of an obligation of an Owner shall be a Member.

B. Membership Classes and Voting. The Association shall have two classes of Members as follows:

1. Class A. Class A Members originally shall be all Owners, with the exception of the Developer, for so long as there exists a Class B Membership. Class A members shall have one (1) vote for each Lot owned on all matters submitted to a vote of the Members of the Association. If a Lot is owned by a husband and wife as tenants by the entirety, no certificate need be filed with the secretary of the Association naming the person authorized to cast votes for such Lot, and either spouse, but not both, may vote in person or by proxy and be considered in determining whether the quorum requirement has been met at any meeting of the Members.

2. Class B. The Developer shall be the sole Class B Member. The Class B Member shall be entitled to eleven (11) votes for each Lot owned on all matters submitted to a vote of the members of the Association. The Class B Membership shall cease and be converted to Class A Membership three (3) months after ninety-five (95%) of the Lots are owned by other Class A members.

ARTICLE VI. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The Board of Directors initially shall consist of three (3) persons, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association, but shall never be fewer than three. The names and addresses of the initial directors are:

James C. Walden.
13115 Lewis Gallagher Rd.
Dover, Florida 33527

Dorothy W. Dyer
Post Office Box 805
Valrico, Florida 33594

Richard F. Wheeler
217 East Robertson Street
Brandon, Florida 33511

The Class B member shall elect the directors, commencing at the first annual meeting of the members and continuing at each successive annual meeting, until three (3) months after ninety-percent (95%) of the Lots are owned by Class A members. Thereafter, the directors shall be elected annually by majority vote of the Class A members; provided, however, that the Developer shall be entitled to elect one (1) director as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots in Carverwoods.

ARTICLE VII. BYLAWS

The Association shall adopt Bylaws which provide the rules under which it shall operate and manage its affairs. The Bylaws may subsequently be amended or rescinded by vote of at least seventy-five percent (75%) of the Members entitled to vote.

ARTICLE VIII. AMENDMENTS

Amendments to these Articles shall require the assent of seventy-five percent (75%) of

the entire Membership.

ARTICLE IX. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the Members entitled to vote. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, and shall not be transferred or paid out to the Members. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

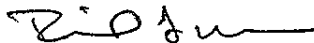
The street address of the initial registered office of the Association is 217 East Robertson Street, Brandon, Florida 33511, and the name of the initial registered agent of the corporation at this address is Richard F. Wheeler.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these articles are:

Richard F. Wheeler
217 East Robertson Street
Brandon, Florida 33511

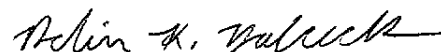
IN WITNESS WHEREOF, the Incorporator hereby certifies the above statements to be true and accurate to the best of his knowledge, and affixes hand and seal on this 18th day of July, 2002.


Richard F. Wheeler

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18th day of July, 2002, by Richard F. Wheeler, who personally is known to me or who has produced N/A as identification.



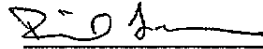

Notary Public

Robin K. Babcock
Printed Name of Notary Public

My Commission Expires: 11-27-2004

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

THE UNDERSIGNED, Richard F. Wheeler, hereby agrees to serve as Registered Agent for Walden Groves Homeowners Association, Inc., until further notice.


Richard F. Wheeler

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