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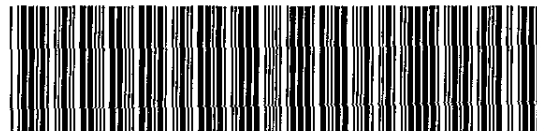
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2003 FEB 6 PM 2:25

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2/12/03

TRANSMITTAL LETTER

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2003 FEB -6 PM 2:25

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Abbey Grove Homeowners Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Michael Chadwell

Name (Printed or typed)

P O Box 2614

Address

Brandon, FL 33509-2614

City, State & Zip

Mike Chadwell 813-654-2881

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

FILED

EXHIBIT "A"

2003 FEB -6 PH 2: 25

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**ARTICLES OF INCORPORATION  
OF  
ABBEY GROVE HOMEOWNERS ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation, for the purpose of forming a corporation not-for-profit, pursuant to Chapter 617 of the Florida Statutes does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME**

The name of the corporation is **Abbey Grove Homeowners Association, Inc.**, hereinafter called the "Association."

**ARTICLE II. PRINCIPAL OFFICE**

The principal office of the Association is located at 137 West Robertson Street Brandon, FL 33511, (MAILING: P O Box 2614 Brandon, FL 33509-2614). The Board of Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE III. REGISTERED AGENT**

**Michael Chadwell** whose address is **401 Citrus Wood Lane Valrico, FL 33594**, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV. PURPOSE AND POWERS OF ASSOCIATION**

Chadwell Homes Corporation, a Florida corporation ("Developer"), has developed a residential subdivision in Hillsborough County, Florida, known as Abbey Grove, the plat of which has been or will be recorded among the public records of Hillsborough County, Florida, which will be referred to hereinafter as the "Subdivision". The Subdivision will be subject to the terms of that certain Declaration of Covenants, Restrictions, Limitations and Conditions to be recorded in the public records of Hillsborough County, Florida, which will refer to the Association and which will be referred to herein collectively as the "Declaration".

This Association does not contemplate pecuniary gain or profit to its members and is formed as the Association described and referred to in the Declaration and shall have the power and responsibility to perform the maintenance and other obligations and responsibilities specified in the Declaration, shall have the power and authority to enforce the terms, restrictions and other provisions of the Declaration. The Association shall also have such other authority as may be necessary for the purpose of promoting the health, safety, and general welfare of the residents, and of the owners of lots in the Subdivision who are members of the Association. Defined terms used in these Articles of Incorporation shall have the meaning ascribed to such terms as set forth in the Declaration.

In furtherance of such purposes, the Association shall have the power to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, the terms of which Declaration are incorporated herein by reference;

(b) Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration and the Bylaws of the Association; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in 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 two-thirds (2/3) of the members;

(f) Operate and maintain common property, specifically including, without limitation, the surface water management system through Valrico Pointe Master Association, Inc. as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, pipes, ditches, culverts, structures and related appurtenances; and

(g) Have and to exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, as well as all other express and implied powers of corporations not-for-profit.

The Association shall be conducted as a nonprofit organization for the benefit of its members. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and in accordance with the Bylaws and no part of any net earnings of the Association will inure to the benefit of any member.

#### ARTICLE V. MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot (as defined in the Declaration and referred to herein as "Lot") in the Subdivision shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Each Lot shall be entitled to one (1) vote exercised by the owner or owners at any meeting of members of the Association in accordance with the Bylaws.

#### ARTICLE VI. DURATION

The period of duration of the Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended.

#### ARTICLE VII. INCORPORATOR

The name and residence address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Michael Chadwell	401 Citrus Wood Lane Valrico, FL 33509-2614

## ARTICLE VIII. OFFICERS AND DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who, except for those Directors selected by the Developer, shall be members of the Association. The Board of Directors shall be elected at the annual meeting of the Association. Vacancies on the Board of Directors may be filled until the next annual meeting in such a manner as provided by the Bylaws. The officers shall be: a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board of Directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the Bylaws of the Association.

## ARTICLE IX. INITIAL DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be three (3). The initial Board of Directors who shall serve until the first election at the regular annual meeting are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Chadwell	401 Citrus Wood Lane Valrico, FL 33594
Roger Crockett	405 Citrus Wood Lane Valrico, FL 33594
Robert Chadwell	4008 Valrico Grove Drive Valrico, FL 33594

## ARTICLE X. BYLAWS

The Bylaws of the Association may be made, altered, or rescinded as provided for in the Bylaws of the Association. However, the initial Bylaws of the Association shall be made and adopted by the initial Board of Directors of the Association.

## ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3rds) of the Members. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the Secretary of State shall be recorded in the public records of Hillsborough County, Florida. Without the prior written approval of Southwest Florida Water Management District and Valrico Pointe Master Association, there shall be no amendment to these Articles of Incorporation which would affect the surface water management system, the retention areas and drainage facilities described in the Declaration or which would affect the obligation of this Association to maintain the foregoing.

#### ARTICLE XII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by no less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Also in the event of such dissolution, the property of the Association consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar not-for-profit corporation who shall assume the responsibilities under the Declaration and under these Articles of Incorporation with respect to operation and maintenance of the surface water management system. So long as the Developer owns any Lot, this Association may not be dissolved without the prior written consent of the Developer, which consent may be unreasonably withheld, in the Developer's sole and exclusive discretion.

#### ARTICLE XIII. FHA/VA APPROVAL

So long as there is a Class B membership, the following actions will require the prior written approval of the Federal Housing Administration or the Veterans' Administration: Annexation of additional properties, merger and consolidations, mortgaging of the assets of the Association, dedication of any of the assets of the

Association for public purposes, dissolution and amendment to these Articles of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 27th day of January, 2003.

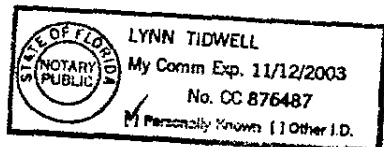
Michael Chadwell  
Michael Chadwell

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27th day of January, 2003, by Michael Chadwell, who is personally known to me or who produced a Florida driver's license as identification.

Lynn Tidwell  
NOTARY PUBLIC, STATE AT LARGE  
Print Name: Lynn Tidwell  
My Commission Expires: 11/12/2003

(AFFIX NOTARY SEAL)



**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of ABBEY GROVE HOMEOWNERS ASSOCIATION, INC., as set forth in the foregoing Articles of Incorporation.

DATED this 27th day of January, 2003.

Michael Chadwell  
Michael Chadwell  
Registered Agent

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