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DIVISION OF CORPORATE

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TALLAHASSEE, FLORIDA

✓

g6/2

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- OSPREY ESTATES HOMEOWNERS ASSOCIATION, INC.
- 2- _____
- 3- _____
- 4- _____

☒ Walk-in ☐ Pick-up time ASAP ☒ Certified Copy
☐ Mail-out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OSPREY ESTATES HOMEOWNERS ASSOCIATION, INC.,
A Nonprofit Corporation**

We, the undersigned natural persons of legal age, all of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

Article I: Name

The name of the corporation is OSPREY ESTATES HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Association").

Article II: Non-Profit Status

The Association is a nonprofit corporation.

Article III: Duration

The period of its duration is perpetual.

Article IV: Purpose and Powers of the Association

The Association is formed for the primary purpose of providing for the development, maintenance, preservation, and architectural control of the residential lots and common areas within

a certain subdivided tract of real property described on attached Exhibit A, and known as Osprey Estates (the "Subdivision"), and to promote the health, safety, and welfare of the residents within the Subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

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

(a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants and Restrictions of Osprey Estates applicable to the Subdivision to be recorded in the public records of Polk County, Florida, as amended from time to time (the "Declaration");

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; 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 on the property of the Association;

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

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of the membership votes, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed

on by the members;

(f) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise;

(g) Operate and maintain the surface water management facilities in the subdivision, including swales, culverts, retention areas;

(h) From time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of lots, common areas, recreation facilities, surface water management facilities, and the like, as described in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and the provisions of these articles of incorporation; and

(i) Take any other action necessary for the purposes for which the Association is organized.

The Association is organized and will be operated for the above purposes. The activities of the Association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such Section.

Article V: Registered Office and Agent

The street address of the initial registered office of the Association is 36345 U.S. Highway 27, Haines City, Florida 33844, and the name of its initial registered agent at that address is Marc P. Malpeli.

Article VI: Management

The affairs and business of the Association shall be managed by a board of directors and by officers as provided in the Association's bylaws. The method of election of directors shall be stated in the Association's bylaws.

Article VII: Membership

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the Association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

Article VIII: Voting Rights

The Association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the Developer, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the Developer, as that term is defined in the Declaration. The Developer will be entitled to two votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

Article IX: Board of Directors

The affairs of the Association shall be managed by a board of directors, initially comprised

of three (3) directors, who need not be members of the Association. The manner in which the directors are to be elected or appointed and the number of directors shall be as stated and provided in the bylaws, as amended from time to time, but the number of directors shall never be less than three (3).

Article X: Dissolution

The Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of the members.

Article XI: Incorporators

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Marc P. Malpeli	36345 U.S. Highway 27 Haines City, Florida 33844.

Article XII: Bylaws

The bylaws of the Association shall be initially adopted by the board of directors. Thereafter, the bylaws may be amended by majority vote of a quorum of the members present at any regular or special meeting of the membership duly called and convened.

Article XIII: Amendments

Any amendments of these articles may be proposed by any member of the Association at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to cast at least a majority of the total votes eligible to be cast at any regular or special meeting of the membership duly called and convened.

Article XIV: Indemnity

The Association shall indemnify any person made a party or threatened to be made a party to any threatened, pending, or completed action, or proceeding, pursuant to the provisions contained in Sections 617.0831 and 607.0850, Florida Statutes (2002), and any amendments thereto.

Article XV: Interpretation

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these articles of incorporation. In subscribing and filing these articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these articles and the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

Executed at Winter Haven, Polk County, Florida, on June 19, 2003.

Signed in the presence of:

Thomas B. Putnam, Jr.
Jackie S. Hoverkamp

Marc P. Malpeli
Marc P. Malpeli

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19th day of June, 2003, by MARC P. MALPELI, who ☒ is personally known to me or ☐ produced _____ as identification.

(SEAL)

Jackie S. Hoverkamp
Notary Public
My Commission Expires:



Jackie S. Hoverkamp
MY COMMISSION # CC976278 EXPIRES
November 19, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

FILED
03 JUN 23 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 607.0501 and 617.0501, Florida Statutes, the following is submitted:

That **OSPREY ESTATES HOMEOWNERS ASSOCIATION, INC.**, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 36345 U.S. Highway 27, Haines City, Florida 33844, has named **MARC P. MALPELI**, located at 36345 U.S. Highway 27, Haines City, Florida 33844, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, **MARC P. MALPELI**, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of her duties.



MARC P. MALPELI

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19th day of June, 2003, by **MARC P. MALPELI**, who ☒ is personally known to me or ☐ produced a Florida driver's license as identification.

(SEAL)


NOTARY PUBLIC

Print or Type Name of Notary  Jackie S. Hoverkamp
MY COMMISSION # CC976278 EXPIRES November 19, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires: