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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/21/10

**GLENN T. SHELBY, P.A.**

Attorney at Law  
Certified Circuit Court Mediator

2323 South Florida Avenue • Lakeland, Florida 33803 • 863-688-5838

January 26, 2004

Secretary of State  
Division of Corporations  
P. O. Box 6327  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Sandpiper Woods Addition  
Homeowners Association, Inc.

Dear Secretary:

Enclosed please find the original Articles of Incorporation for the above referenced corporation, for filing. Our check in the amount of \$70.00 is also enclosed to cover the filing fee.

Thank you very much.

Sincerely,

*Glenn T. Shelby*

GLENN T. SHELBY

y,

GTS:awj  
Enclosures

**FILED**

04 JAN 29 PM 3:54

ARTICLES OF INCORPORATION  
OF  
SANDPIPER WOODS ADDITION HOMEOWNERS ASSOCIATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation (the Articles) each a natural personal competent to contract, and a resident of the State of Florida, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the Florida Nonprofit Corporation Law, adopts the following Articles of Incorporation.

Article I

Name

The name of the corporation is Sandpiper Woods Addition Homeowners Association, Inc. sometimes hereinafter referred to as the Association.

Article II

Principal Office

The principal office of the Association is located at 1091 Osprey Way, Lakeland, FL 33809.

Article III

Purposes and Powers

The Association has been formed as a nonprofit corporation to provide for the ownership, maintenance, preservation and architectural control of the residential lots and certain common and dedicated properties located in a development known as Sandpiper Woods Addition (the Properties) situated in Lakeland, Florida, as described in the master declaration of covenants and conditions (the Declaration) filed in the Public records of Polk County, Florida, and to perform other specific purposes and powers as set forth below, and to be more fully set forth in the declaration. The association will not permit pecuniary gain or profit to the members nor distribution of its income to its officers or directors.

**PURPOSES** The Association will exist for all of the following purposes:

(A) To own, operate and maintain certain common and dedicated properties with the properties (as set forth in the declaration).

(B) To maintain the landscaping and other improvements on the boulevards, entrances, medians and all other dedicated areas within the properties (as set forth in the in the declaration).

(C) To maintain street lights, roads, directional signs, sign lighting and utilities within the properties, if necessary, (as set forth in the declaration), and

(D) To take such actions as the association is authorized pursuant to its Articles of Incorporations and Bylaws to take to maintain the residential quality of the properties.

**POWERS** The Association shall have all of the common law and statutory powers of a Florida corporation not for profit which are consistent with these articles and with the declaration and all of the powers and authority reasonably necessary or appropriate to the operation of a residential community including, but not limited to the following powers:

(A) To exercise all the powers and privileges and to perform all 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, and the declaration if hereby incorporated herein by reference and made a part hereof.

(B) To fix, levy, collect and enforce payment by and lawful means, all charges or assessments and assessment liens pursuant to the terms of the declaration, 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 imposes against the property of the association.

(C) To enforce any and all covenants, conditions, restrictions and agreements applicable to the development.

(D) To pay taxes, if any, on the common areas and dedicated areas and any other common and dedicated properties of the association (as set forth in the declaration).

(E) To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain convert, sell, lease, transfer, dedicate for public use of otherwise dispose of real or personal property in connection with the affairs of the association.

(F) To borrow money, and to mortgage pledge deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred provided that such borrowing shall have the assent of the two-thirds (2/3) of the members (as hereinafter defined) entitled to vote.

(G) To dedicate, sell, or transfer all or any part of the

common areas and the dedicated areas and any other common area or assets owned by the association to any public agency authority or utility for such purposes and subject to such conditions as may be agreed to by the members.

(H) To participate in mergers and consolidation with other nonprofit corporations organized for the same purpose or annex additional common areas or dedicated areas provided further that no such assent shall be required as a condition to accepting conveyance of common areas pursuant to the declaration or to accepting conveyance of dedicated areas pursuant to the declaration.

(I) Subject always to the declaration, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Nonprofit Corporation Law.

#### ARTICLE IV

##### Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the association, including contract sellers, 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.

#### ARTICLE V

##### Voting Rights

Members shall be all owners and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

#### ARTICLE VI

##### Quorum

The members holding a majority of the votes allocated under Article V of these articles represented in person or by proxy shall constitute a quorum at a meeting of members. If less than such majority of the votes so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly constituted meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE VII  
Board of Directors

The affairs of the association shall be managed by a board of directors who must be members of the association. The number of directors may be changed by amendment of the bylaws of the association but shall never be less than three (3) directors or more than nine (9).

The directors may, by bylaw, fix the term of the office for all directors. However, unless contrary provisions are made by bylaw, each director's term of office shall be for one (1) year, but all directors shall continue in office until their successors are duly elected and installed. There shall be held at each annual meeting of the association an election of directors. Directors may serve successive annual terms without limitations.

The names and addresses of the persons to serve as the initial board of directors are as follows:

BRIAN DYER- 1091 Osprey Way, Lakeland, FL 33809

ELORIA J. WISHAM- 1071 Osprey Way, Lakeland, FL 33809

MYRON KEENE- 1021 Audubon Way, Lakeland, FL 33809

SUSAN FISCUS- 1025 Audubon Way, Lakeland, FL 33809

ARTICLE VIII  
Officers

The affairs of the association shall be administered by a president, vice president, secretary, and a treasurer and such other officers as maybe designated in the bylaws. The officers shall be elected by the members at the annual meeting of the members of the association and shall serve at the pleasure of the board of directors.

The names and addresses of the persons to serve as the initial officers are as follows:

BRIAN DYER-PRESIDENT  
1091 Osprey Way, Lakeland, FL 33809

ELORIA J. WISHAM-TREASURER  
1071 Osprey Way, Lakeland, FL 33809

MYRON KEENE-VICE PRESIDENT  
1021 Audubon Way, Lakeland, FL 33809

SUSAN FISCUS- SECRETARY  
1025 Audubon Way, Lakeland, FL 33809

**ARTICLE IX**  
**Dissolution**

The association may be dissolved with the consent given in writing and signed by two-thirds (2/3) of the membership. Upon dissolution of the association, other than incident to a merger or consolidation, its asset, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization which is devoted to purposes similar to those of this association.

**ARTICLE X**  
**Indemnification**

The association shall, and does hereby, indemnify any persons (indemnitees) for any and all liability arising from their official capacities or from any acts committed or failure to act by them in their official capacities as officer or directors of the association, including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of their duty to the association and resulting from judgments, fines, or amounts paid in settlement which are incurred in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether such action, suit or proceeding is brought by or in the right of the association, or other parties, and whether such action, suit, proceeding is commenced during or subsequent to their tenure as officers or directors of the association (actions).

The association will reimburse indemnitees for any and all actual and reasonable expenses, including, without limitation, attorneys fees and court cost in trial and appellate tribunals (expenses) as incurred by indemnitees in any actions, notwithstanding anything to the contrary herein, the association will not indemnify indemnitees for any liability or expenses incurred for actions which constitute gross negligence or willful misconduct. The indemnification provided in this article shall be in addition to and shall not limit or modify any other rights to indemnify to which indemnitees are entitled including, without limitation, those rights conferred by the Florida statutes of the bylaws, articles of incorporation or any agreement executed by the association. The indemnification provided for herein shall be subject to the provisions of any applicable Florida statutes.

**SECTION XI**  
**Bylaws**

The first Bylaw of the association shall be adopted by the board of directors and may be altered, amended or rescinded by a

vote of a majority of a quorum of members present in person or by proxy.

#### SECTION XII

##### Duration

The association shall have perpetual existence.

#### ARTICLE XIII

##### Amendments

The articles may be amended by resolution adopted by a seventy five percent (75%) vote of the members at a meeting called for the purpose of considering the amendment of these articles, or by resolution unanimously adopted by the board of directors, provided, however, that no amendment shall be effective to impair or dilute any right or obligations of members that are governed by the declaration (as, for example, membership and voting rights) which are part of the property interests created thereby.

#### ARTICLE XIV

##### Incorporators

The names and residences of the subscribing incorporators of these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Eloria J. Wisham	1071 Osprey Way Lakeland, FL 33809
Brian Dyer	1091 Osprey Way Lakeland, FL 33809

#### ARTICLE XV

##### Registered Office - Registered Agent

The registered office of the association is 1091 Osprey Way, Lakeland, FL 33809. The registered agent is Brian Dyer, a resident of the State of Florida whose business address is identical with that of the registered office.



In witness whereof for the purpose of forming this association under the laws of the State of Florida, we, the undersigned, constituting the subscribing incorporators of this association, have executed these articles of incorporation this 26 day of January, 2004.

Incorporators:

B. Dyer  
Eloria J. Wisham

STATE OF FLORIDA  
COUNTY OF POLK

I hereby certify that on this day, before me, an office duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Eloria J. Wisham and Brian Dyer to me known to be the persons described in these articles of incorporation and they acknowledged before me that they executed the same as subscribers.

Witness my hand and official seal in the county and state last aforesaid this 26 day of January, 2004.

Angela W Jones  
Notary Public



ANGELA W. JONES  
MY COMMISSION # DD 178860  
EXPIRES: February 16, 2007  
Bonded Thru Budget Notary Services

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the service of Process within this State, Naming Agent Upon Whom Process may be served and names and addresses of the officers and directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Sandpiper Woods Addition Homeowners Association, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, has named Brian Dyer, located at 1091 Osprey Way, Lakeland, FL 33809, its agent to accept service of process within the State.

OFFICERS:	TITLES:	SPECIFIC ADDRESS:
Eloria J. Wisham	Treasurer	1071 Osprey Way Lakeland, FL 33809
Brian Dyer	President	1091 Osprey Way Lakeland, FL 33809

  
BRIAN DYER, PRESIDENT

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

  
BRIAN DYER

It is necessary to file this Certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after the issuance of permit to foreign corporation; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.