

N84800001788

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300028522233

02/13/04--01050--017 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB 13 PM 3:52

2-20-04
HAC



Boca Raton
Fort Lauderdale
Jacksonville
Miami
Orlando
Tallahassee
Tampa
West Palm Beach

Wachovia Center, Suite 1500
100 South Ashley Drive
Tampa, Florida 33602-5311

www.akerman.com

813 223 7333 *tel* 813 223 2837 *fax*

February 10, 2004

Aileen S. Davis
813 209 5038
adavis@akerman.com

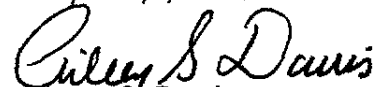
Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Myrtlewood Homeowners Association, Inc.
Organizational

Ladies and Gentlemen:

Enclosed for filing please find the Articles of Incorporation of Myrtlewood Homeowners Association, Inc. together with our firm check in the amount of \$78.75 representing the filing fee, the registered agent designation fee, and the certified copy fee.

Very truly yours,


Aileen S. Davis

/asd

Attachments

cc: Mr. Arthur H. Erickson (w/o Attachments)

**ARTICLES OF INCORPORATION
OF
MYRTLEWOOD HOMEOWNERS ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 13 PM 3:52

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 and 720 of the Florida Statutes and certify as follows:

ARTICLE I - NAME - ADDRESS

The name of this Corporation shall be MYRTLEWOOD HOMEOWNERS ASSOCIATION, INC. and its principal place of business is 146 Horizon Ct., Lakeland, Florida 33813.

ARTICLE II - PURPOSE

A certain Declaration of Covenants and Restrictions will be imposed upon certain real property in Polk County, Florida, (the "Declaration") to, among other things, establish and designate that said real property shall be known as "MYRTLEWOOD." This Association is organized for the purpose of functioning as the property owners association for MYRTLEWOOD in accordance with the Declaration.

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 in addition, all of the powers set forth in the Declaration, which are not in conflict with law.

2. The Association shall have all of the powers reasonably necessary to implement its duties hereunder and under the Declaration, including but not limited to the following:

a. To own, acquire, and transfer and convey both real and personal property and any interest therein.

b. To operate and manage, or contract for the operation and management, of such property as may be owned, acquired or controlled by the Association, including but not limited to the surface water management system for such property, including any mitigation areas as permitted by the

Southwest Florida Water Management District, including all lakes retention areas, all wells and related appurtenances.

c. To make, collect, and enforce assessments against members of the Association and the property subject to the Declaration.

d. To maintain, repair, replaces and operate its property.

e. To reconstruct improvements upon its property after casualty and to further improve the property.

f. To enforce by the provisions of the Declaration, these Articles, the ByLaws of the Association, and the rules and regulations governing the use of the property owned, controlled or managed by the Association.

ARTICLE IV – MEMBERSHIP

The Declarant and every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration shall be a Member. 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.

ARTICLE V – VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

1. Class A. Class A Members shall be all owners of Lots, other than the Declarant, until the Declarant's Class B membership is converted to Class A membership. Class A Members shall be allocated one vote for each Lot in which they hold the interest required for membership.

2. Class B. The Class B Member shall be the Declarant and shall be entitled to five (5) votes for each Lot owned; provided, that the Class B membership shall cease and become converted to Class A membership on the happening of the following events, whichever occurs earlier:

a. Upon voluntary conversion to Class A membership by Declarant; or

b. Three months after 90% of the Lots have been conveyed to Owners.

ARTICLE VI – TERM

This Association shall have perpetual existence.

**ARTICLE VII – MANAGEMENT OF THE AFFAIRS
OF THE ASSOCIATION – OFFICERS**

The affairs of the Association shall be managed by its officers, subject, however, to the directions of the Board of Directors, except to extent that the Directors shall have delegated the responsibility for such management. The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. The Directors, if they desire, may combine the offices of the Secretary and Treasurer. The Directors may provide for such other officers, agents, supervisory personnel or employees of the Association as they shall see fit, none of whom need be a member of the Association. Commencing with the first annual meeting of the Board of Directors, the officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. The names of the officers who are to serve until the first election of the Board of Directors are as follows:

Arthur H. Erickson	President
Robert J. Salzman	Vice President
Thomas Eleazer	Secretary/Treasurer

None of the Directors or officers shall be required to be a member of this Association to hold office.

ARTICLE VIII – BOARD OF DIRECTORS

This Association shall be governed by a Board of Directors consisting of not less than 3 persons nor more than 7 persons. The Developer shall be entitled to elect a majority of the members of the Board of Directors until 3 months after 90% of the Lots have been conveyed, or until the Developer, in its sole discretion, elects to turn over the control of the Association to the Members, whichever occurs first. Thereafter, succeeding Boards of Directors and succeeding Directors shall be elected by members in the manner and in accordance with the method provided for in the ByLaws of the Association, provided however that for so long as Declarant owns at least one Lot, Declarant shall be entitled to appoint one Director.

The names and post office addresses of the persons who will serve as Directors until the first annual election meeting of members or until their successors are appointed or elected and qualify are as follows:

NAME	ADDRESS
Arthur H. Erickson	146 Horizon Court Lakeland, Florida 33813
Robert J. Salzman	146 Horizon Court Lakeland, Florida 33813
Thomas Eleazer	146 Horizon Court Lakeland, Florida 33813

ARTICLE IX – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer or director of the Association shall be indemnified by the Association against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been an officer or director, whether or not he or she is an officer or director at the time such expenses are incurred, except in such cases wherein the officer or director is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the officer or director seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officers or directors may be entitled.

ARTICLE X – INCORPORATOR

The name and address of the Incorporator for these Articles of Incorporation is as follows:

NAME	ADDRESS
Aileen S. Davis	100 South Ashley Drive, Suite 1500 Tampa, Florida 33602

ARTICLE XI – AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of 2/3 of the Members, or approved in writing by the Members having not

less than 2/3 vote of the of the total membership, provided so long as the Declarant is owner of any Lot affected by the Declaration or any amendment thereto or is entitled to appoint the Board of Directors, no amendment to these Articles of Incorporation will be effective without Declarant's express written joinder and consent.

ARTICLE XII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association is 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602 and the name of the initial registered agent of this Association is Aileen S. Davis.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Tampa, Hillsborough County, Florida, this 10th day of February, 2004.

Aileen S. Davis (SEAL)
AILEEN S. DAVIS

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledge before me on Feb. 10, 2004 by **AILEEN S. DAVIS**, ✓ who is personally known to me or who has produced a driver's license as identification (check one).

Fay Sayer
(Signature)
Fay Sayer
(Type or Print Name)
Notary Public

