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TALLAHASSEE, FLORIDA

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Handwritten signature and initials

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KERRY M. WILSON

April 27, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

RE: INTERLACHEN NEIGHBORHOOD ASSOCIATION, INC.

Gentlemen:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$79.75 for the filing fee. After filing, please forward a certified copy to me at the above Winter Haven address.

If you have any questions or comments, please do not hesitate to give me a call.

Best regards,



KERRY M. WILSON

:pk
Enclosures

**ARTICLES OF INCORPORATION
OF
INTERLACHEN NEIGHBORHOOD ASSOCIATION, INC.
In compliance with Chapter 617, F.S. (Not for Profit)**

FILED
2009 MAY -3 P 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of this corporation shall be: INTERLACHEN NEIGHBORHOOD ASSOCIATION, INC., and which shall be referred to hereinafter as "Corporation."

Article II – Principal Office

1. The Principal Office shall be: 700 N. Lake Howard, Winter Haven, FL 33881.
2. The Board of Directors shall have the authority to change any part of all of Article II, Section 1, in accord with provisions set forth in the Bylaws.

Article III – Purpose

1. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or any future tax code. It shall promote selected civic interests of the Association members and receive and administer grants, gifts, membership dues and any other funds and/or property for civic purposes within the general meaning of that term, and not to conflict with provisions of Section 501(c) of the Internal Revenue Code and within the provisions of the laws and regulations of the State of Florida as these pertain to a Not For Profit Corporation.
2. To carry out its Purpose, the Corporation will be operated for the selected civic interests of the Association members. The selected civic interests will include, but not be limited to, interests pertinent to the improvement of the quality of life as it pertains to the quality of the natural environment for persons who live near, or have an interest in, the general vicinity of the north side of Lake Howard, the east side of Lake Cannon, and the west side of Lake Mirror (collectively, the "Lakes"), all in the City of Winter Haven, County of Polk, State of Florida.
3. To operate the Corporation in such a way as to achieve its Purpose, the Association members will:
 - (A) Attend meetings of area committees, boards, councils, commissions and other bodies engaged in planning and execution of actions affecting lakes, canals, streets, development and other activities which may impact quality of life within the meaning of this document.

(B) Meet with other members of the Association to review what has been learned at the meetings mentioned in (A) above; and to plan, and then execute, strategy for promoting the outcomes preferred by this Association.

(C) To practice advocacy of ideas and/or causes tending toward the preferred outcomes of the Association. Typical of the outcomes which this Corporation wishes to achieve are the following:

(C1) The maintenance and enhancement of the health and beauty of the Lakes and their associated eco-system, and land areas contiguous to the Lakes.

(C2) The use of appropriate strategies for promoting best use of streets near the Lakes by vehicular traffic and pedestrians, bicyclists and others.

(C3) The enhancement of civic pride and pride of home ownership on the part of persons living around and near the Lakes.

4. No part of the income of the Corporation shall inure to the benefit of any member of the Board of Directors or Officer of the Corporation or any private individual *(except that reasonable compensation may be paid for services to or for the Corporation effecting or tending toward effecting one or more of its purposes)*, and no Board member or officer of the Corporation or any private individual shall be entitled to share in the dissolution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or other activity intending to intervene in or on behalf of any political campaign or on behalf of any candidate for public office.

5. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) of the Internal Revenue Code, and its Regulations, as they now exist or as they may be hereafter amended.

Article IV – Powers and Authority

In order to accomplish the Purpose and to attain the objects or goals for which this Corporation is formed and for which the funds and property of the Corporation shall be handled, administered, operated and distributed, as hereinabove set forth, the Corporation, its Regular Members, Board members and Officers, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida and including, but not by way of limitation the following powers, authorities and privileges:

1. To accept, acquire, receive, take, keep and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise,

for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever in the world it is situated.

2. To move, sell, exchange, convey, mortgage, lease, transfer, store or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law and in a manner not in contradiction to any of the provisions of the Corporation's Bylaws or the laws of the State of Florida, or the Regulations pertaining to Section 501(c) of the Code of the Internal Revenue Service of the United States of America.

3. To borrow money and from time to time to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired, or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to, all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debenture, mortgages, land and other real estate, or in such other securities and property as its Board of Directors will deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or as may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to further limitation and the condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article V – Board of Directors

The Corporations shall be governed by a volunteer Board of Directors, hereinafter referred to as the "Board," consisting of citizens of the United States in good standing with society and each of whom has individually evinced or demonstrated a willingness and capability to undertake a share of the responsibilities of the Board, as outlined in related documents published by the Corporation, including, but not limited to, the

Bylaws, with particular emphasis on stewardship, policy setting, oversight and raising funds toward the accomplishment of the purposes of the Corporation as set forth in this document. The Board shall be not less than three in number nor more than the maximum number set forth in the Bylaws, and each member shall be a member for a term of office which endures for a specific period of time, and may serve more than one term, as prescribed in the Bylaws, and shall serve in the manner set forth in the Bylaws.

Article VI – Regular Members

The Corporation shall have Regular Members from the general public who are legal residents of the State of Florida, without regard to nationality, race, creed, color, age, sexual preference, physical or mental handicap or special condition, or place of origin. Said Regular Members shall include, but not be limited to, the persons who live or hold property on or near the Lakes. Said Regular Members also may include, but not be limited to, persons who become Regular Members in order to enjoy benefits which are in direct consequence of the Corporation's purposes and activities as outlined in this document. The membership of the Corporation may change from time to time as persons no longer have an interest in the Lakes or no longer live or hold property on or near the Lakes, or who, in their sole judgment, no longer enjoy the benefits stipulated above. New Regular Members may accrue to the Association from time to time for the logical and reasonable converse of the reasons stated above, and as a consequence of recruitment by the Association. The condition for membership may include, but not be limited to, a willingness to subscribe to the goals of the Corporation as detailed in Article III above, and to participate in the activities of the Corporation, and to assist in whatever way possible in the accomplishment of the general goals of the Corporation.

Membership Dues

The condition of membership will include the payment of an amount of money as set forth from time to time by the Board of Directors each year as annual membership dues to the Interlachen Neighborhood Association, said money to be placed in the Association's general coffer and used for any lawful purpose prescribed in this and/or other documents of the Corporation.

ARTICLE VII – Officers

The Corporation shall have Executive Officers whose responsibility it will be to carry out and execute the policy of the Board and who shall be responsible to the Board through an executive chain of command as set forth in the Bylaws. At minimum the Corporation shall have two persons to discharge the responsibilities of Officers, using whatever titles are appropriate or useful and are set forth in the Bylaws. As of the date of these Articles of Incorporation, there are three persons who serve as President, Treasurer and Secretary. These Officers have been elected and shall serve a term of one year. They may be re-elected by the Board indefinitely and may be removed for cause at any time by the Board, all as set forth in the Bylaws. The Corporation may have additional and assistant Executive Officers, without limitation. These Officers may be

added by the Board at any time, according to the manner and circumstances specified in the Bylaws, and without the need to alter these Articles of Incorporation solely for that reason. Any Officer position and title may be shared by more than one person at any time and one person may hold more than one Officer position and title at any time.

The names and street addresses of the Initial Executive Officers who, as of the date of this document, shall serve until their successors are duly elected by the Board are as follows:

President	Carl J. Strang, III 1340 E. Lake Cannon Dr., N.W. Winter Haven, FL 33881
Treasurer	Jack Watkins 1700 S. Lake Mirror Dr., N.W. Winter Haven, FL 33881
Secretary	Jane West 1125 N. Lake Howard Dr. Winter Haven, FL 33881

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

Article VIII - Initial Board of Directors

The names of the initial members of the Board of Directors and their respective addresses as this Corporation is being formed on this date are as follows:

Carl J. Strang, III
1340 E. Lake Cannon Dr., N.W.
Winter Haven, FL 33881

Jack Watkins
1700 S. Lake Mirror Dr., N.W.
Winter Haven, FL 33881

Jane West
1125 N. Lake Howard Dr.
Winter Haven, FL 33881

The Board of Directors shall meet, at minimum, once each year to review financial and other records of the Corporation, and at that annual meeting, shall elect one of their number to be the Chairman of the Board of Directors for the ensuing year and who may be elected for more than one consecutive term, and who shall preside at meetings of the General Membership and at meetings of the Board of Directors, as set forth in the Bylaws, and who shall have and carry out the duties and responsibilities of that office as indicated in the Bylaws of this Corporation.

Article IX - Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article X - Incorporator

The incorporator of the Corporation is Carl J. Strang, III, whose name and address appears above as an Initial Executive Officer and member of the Board of Directors in Articles VII and VIII of this document.

Article XI – Bylaws

The Board shall govern itself according to Bylaws adopted by said Board for the Corporation. The Bylaws may be amended, altered or repealed by the Board according to procedures set forth therein.

Article XII – Term of Existence of the Corporation

It is the intention of the incorporators that the term for which this Corporation shall exist is perpetual. Notwithstanding that intention, the Corporation may be dissolved for cause by the State of Florida in accord with the provisions of State law, and may be dissolved at any time by the Board in accord with provisions set forth in the Bylaws. In the event of such dissolution, the property owned at that time by the Corporation shall be transferred to and become owned by another duly constituted not-for-profit corporation in the State of Florida, in accord with State law, or it shall become the property of the government of the State of Florida, in accord with State law, and

none of said property shall inure to any member of the Board of Directors or to any Officer or employee.

Article XIII – Transaction in Which Board Members or Officers are Interested

1. No contract or transaction between the Corporation and one or more of its Board Members or Regular Members or Officers, or between the Corporation and any other organization in which one or more of this Corporation's Board Members or Regular Members or Officers are Directors, Officers or owners, or employees, or has a financial interest, shall be void or voidable solely for this reason, or solely because the Board Member or Regular Member or Officer of this Corporation is present at or participates in the meeting of the Board committee of this Corporation which authorizes the contract or transaction, or solely because his/her vote or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board or the committee thereof which authorizes the contract or the transaction by a vote of consent sufficient for the purpose without counting the vote of consent of interested person(s); or

(b) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board or by a Board-authorized committee of the General Membership.

2. Interested Board Members or Regular Members or Officers may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Article XIV – Indemnification of Board Members, Regular Members and Officers

The Corporation hereby indemnifies any Board Member or Regular Member or Officer made a party to or threatened to be made a party to any threatened, pending or completed suit or proceeding, as follows:

1. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Board Member, Regular Member or Officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding, or any appeal therein or thereto, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of such action, suit or proceeding by judgment, order,

settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not in itself create a presumption that any such Board Member or Regular Member or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Board Member or Regular Member or Officer of the Corporation, or by reason of his being or having been an employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

3. Any indemnification under Article XIII, Section 1, shall be made by the Corporation only as authorized in the specific case upon a determination that the actions for which a Board Member or Regular Member or Officer seeks indemnification were properly incurred and that such Board Member or Regular Member or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by a majority vote of a quorum at a meeting consisting of Board Members and Regular Members and Officers who were not parties to such action, suit or proceeding.

4. The Corporation shall be entitled to assume the defense of any person seeking indemnification, pursuant to the provisions of Section 2 above, under a preliminary determination by the Board and the General Membership combined that such person has met the applicable standard of conduct set forth in Section 3 above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by the Board and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between the Corporation and such person, or conflicting interests between such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation that are for valid reasons objected to in writing by such person, in which case, the reasonable expenses of such additional representation shall be within the

scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this section.

5. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

Article XV – Voting By Telephonic or Electronic or Other Means

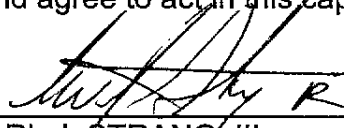
Votes of the Board Members, Committees and the General Membership on any transaction enabled by these Articles and/or the Bylaws of the Corporation may be gathered by the Chairman of the Board or by the President, or by any duly authorized person by means of telephone, email, fax or any other means, and a written record compiled therefrom, to be ratified or rescinded by a vote at the next relevant meeting as provided in the Bylaws.

Article XVI – Registered Agent

The name and street address for the Registered Agent of the Corporation is as follows:

Carl J. Strang, III
1340 E. Lake Cannon Dr., N.W.
Winter Haven, FL 33881

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



CARL J. STRANG, III
Registered Agent

IN WITNESS WHEREOF, the undersigned Directors, having reviewed and approved the foregoing Articles, have hereunto set our hands and seals this 27th day of April, 2004.



CARL J. STRANG, III

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2004 MAY 28 P 2 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA