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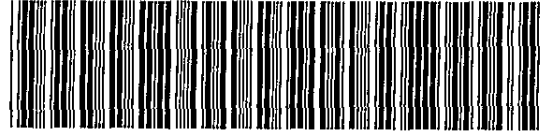
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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Heritage on the Water  
Homeowners Association, Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
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Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

August 20, 2004

CAPITAL CONNECTION, INC.

SUBJECT: HERITAGE ON THE WATER HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W04000031747

We have received your document for HERITAGE ON THE WATER HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 904A00051330

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**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

FILED

04 AUG 20 PM 3: 21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HERITAGE ON THE WATER HOMEOWNERS ASSOCIATION, INC.  
(A Corporation Not for Profit)**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida:

Article I  
Name

The name of the corporation is Heritage on the Water Homeowners Association, Inc. (hereinafter referred to as "Association").

Article II  
Purposes

The Association does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Association will make no distributions of income to its members of Directors, unless it is dissolved pursuant to Florida law.

Each parcel located in Polk County, Florida conveyed by Heritage-Lakeland, LC, will be subject to covenants, conditions and restrictions (the "Covenants") on each deed as conveyed. Once those conveyances are recorded in the Public Records of Polk County, Florida, the terms defined therein are incorporated herein by reference and made a part hereof. The Covenants, among other things, establishes and designates that said lands shall be known as "Heritage on the Water". This Association is organized for the general purpose of functioning as the property owners association of Heritage on the Water and serving as the instrumentality of the property owners of Heritage on the Water for the purpose of controlling and regulating the activities within the development and for the maintenance of the common area as defined in the Covenants (the "Common Area"). The specific purposes for which this Association is formed include, but are not limited to, the following:

- A. To provide for the promotion, construction, regulation, maintenance and preservation of Heritage on the Water subdivision.
- B. To provide for the regulation, maintenance and control of the parking areas, landscaping and other common facilities and properties within Heritage on the Water.
- C. To acquire, hold, convey and otherwise deal with real and/or personal property in its capacity as a property owners association.

D. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Covenants for Heritage on the Water.

E. To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

Article III  
Principal Place of Business

The principal place of business of the Association shall be at 3067 Grasslands Drive, Lakeland, Florida 33803, or at such other place within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

Article IV  
Powers

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Association and, in addition, all powers set forth in the conveyances of individual large parcels. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect, and enforce assessments (whether they be annual or special), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.

2. To acquire liens against all Lot owners for assessments.

3. To subordinate, in its sole discretion, any liens acquired by the Association.

4. To use the proceeds of assessments in the exercise of its powers and duties.

5. To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire.

6. To construct and maintain improvements on its property and to reconstruct improvements after casualty.

7. To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

8. To purchase insurance for its properties and insurance for the protection of the Association, its Officers, Directors, and its members.

9. To make and amend reasonable rules and regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members.

10. To enforce any regulations, restrictions or limitations imposed by deed, plat, site plan, or otherwise on the land within Heritage on the Water.

11. To enforce by legal means the rights of the Association and the provisions of these Articles, the By-Laws of the Association, the deed restrictions for Heritage on the Water, and all rules and regulations for the construction, maintenance, and use of the properties of the members.

12. To manage, operate and maintain any of the Association properties, to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Association.

13. To employ personnel to perform the services required to carry out the purposes of this Association.

14. To participate in mergers or consolidations with other non-profit corporations organized for similar purposes and to annex additional properties to the properties subject to the jurisdiction of this Association.

15. All funds, except such portions thereof as are expended for the expense of the Association, shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association.

16. To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, and ponds.

Article V  
Members

A. Members of the Association shall be record owners of title of the Lots located in Heritage on the Water.

B. Each buyer under a contract to purchase ("Agreement for Deed") a Lot from the Declarant shall also be members of the Association.

C. Change of membership shall be established by recording in the Public Records of Polk County, Florida, a deed or other instrument establishing record fee title to a Lot or by assignment of the contract to purchase the Lot and by the delivery to the Association of a copy of such instrument. The owner designed by such instrument or certificate thus becomes a member of the Association and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument or such certificate is not delivered to the Association, said owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit this Association's powers or privileges.

D. The interest of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the real property.

E. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interests upon which membership is based.

F. If ownership of a Lot is vested in more than one person, then all of the persons so owning the interest shall be members. However, the number of votes cast by such members shall be determined by the provisions of Article VI below.

G. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Association.

Article VI  
Voting

The Association shall have two classes of voting membership.

Class A. Class A members shall be all Owners in Heritage on the Water with the exception of the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an undivided interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as the Owners of each Lot shall determine, but in no event shall more than one vote be cast with respect to any Lot. In the event ownership of a Lot is divided, no vote shall be cast with respect to such Lot.

Class B. The Class B members shall consist of the Developer and his successors and shall be entitled to three (3) votes for each Lot owned in the Development. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- (a) when the total votes outstanding the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on December 31, 2009, or
- (c) when Developer, in his sole discretion, so determines.

The Owners of Lots located within additional lands made subject to this Association, and the Lots in such additional lands, shall be considered in determining the ratios set forth above. In the event that the Class B membership shall cease pursuant to paragraph B above, and thereafter additional lands are added to the Development, said Class B membership may, at the option of the Developer, be revived, and the Class B membership shall again have all the rights conferred herein.

Article VII  
Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Association, but said board shall consist of not less than three (3) Directors.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Association.

C. The powers and duties of the Directors shall be designated in the By-Laws of the Association.

D. The first election by the Directors by members shall occur no later than thirty (30) days after first Lot has been conveyed. Directors named in the Articles shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election shall be filled by the Declarant. Prior to the first election of the Board of Directors by the members, Directors need not be members of the Association. Subsequent thereto, however, Directors must be members of the Association.

E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected to have qualified, or until removed, are as follows:

Chairman:	Howe D. Whitman
Director:	Seth D. McKeel, Jr.
Director:	Vicki B. Whitman



Article VIII  
Officers

The affairs of the Association shall be administered by a president, Vice President, Secretary and a Treasurer. The duties and authority of said officers shall be designated in the By-Laws of the Association. Said officers shall be elected by the Board of Directors at its first meeting following the first 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 Officers who shall serve until their successors are designated are as follows:

President / Assistant Secretary  
Vice President / Secretary

Howe D. Whitman  
Seth D. McKeel, Jr.

Article IX  
Indemnification

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party in which he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association.

Article IX  
Bylaws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors prior to the first meeting of the members. Subsequent to the first meeting of the members, the By-Laws may be altered, amended or added to at any duly called meeting of the members, provided:

- A. Notice of the meeting shall contain a statement of the proposed amendment.
- B. The amendment shall be altered by the majority vote of the members voting at such meeting.

Article X  
Amendment

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be either by fifty percent (50%) of the Board of Directors or by ten percent (10%) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Association at or prior to the meeting.

B. Notice of the subject matter or proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. By approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting; or

2. By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without unanimous written consent or the vote of all members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Polk County, Florida.

Article XII  
Prohibition Against Issuance of Stock  
and Distribution of Income

This Association shall never have nor issue any share of stock, nor shall this Association distribute any part of the income of this Association, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Association of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Association from making any payments or distributions to members of benefits, monies or properties permitted by statute.

Article XIII  
Contractual Powers

In the absence of fraud, no contract or other transaction between this Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Association is pecuniarily or otherwise interest in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is partly or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

Article XIV  
Term

The term of this Association shall be perpetual, however, if the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes; provided, however, the control or right of access to the Property containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, then the Surface Water Management System Facilities shall be conveyed to a non-profit corporation similar to the Association.

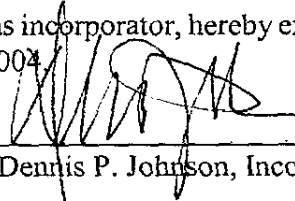
Article XV  
Initial Registered Agent

The street address of the initial registered agent of the corporation is Dennis P. Johnson, 225 East Lemon Street, Suite 300, Lakeland, Florida 33801.

Article XVI  
Subscribers

The name and address of the subscriber of these Articles of Incorporation are as follows:  
Dennis P. Johnson, 225 East Lemon Street, Suite 300, Lakeland, Florida 33801.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 19 day of Aug., 2004.

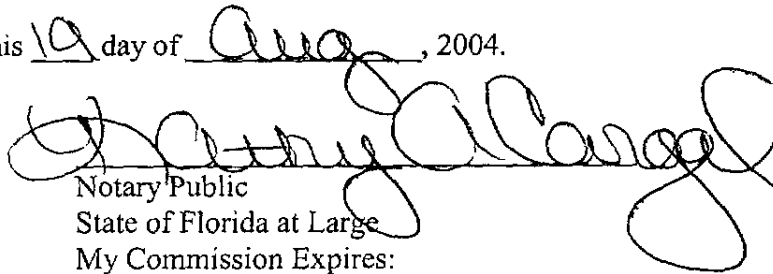
  
\_\_\_\_\_  
(SEAL)  
Dennis P. Johnson, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Dennis P. Johnson, who  is personally known to me or who  has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 19 day of Aug., 2004.

(NOTARIAL SEAL)

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:



Kathy A. Cargal  
MY COMMISSION # DD179804 EXPIRES  
April 30, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

04 AUG 20 PM 3: 21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: The Department of State  
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

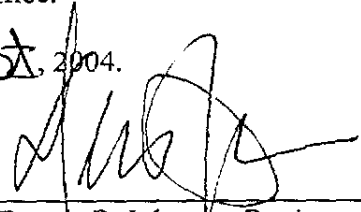
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Heritage on the Water Homeowners Association, a corporation not for profit, desiring or organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Polk, State of Florida, has named Dennis P. Johnson, located at 225 East Lemon Street, Suite 300, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

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

DATED this 19 day of August, 2004.

  
\_\_\_\_\_  
Dennis P. Johnson, Registered Agent