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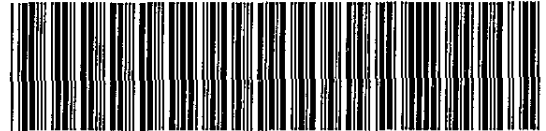
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*Arlington Heights Phase III
Homeowners Association, Inc.*

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ARTICLES OF INCORPORATION

OF

ARLINGTON HEIGHTS PHASE III HOMEOWNERS ASSOCIATION, INC.

The undersigned subscribers to these Articles of Incorporation (the "Articles"), each a natural person 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 **ARLINGTON HEIGHTS PHASE III HOMEOWNERS ASSOCIATION, INC.**, sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 3020 S. Florida Ave., Suite 101, Lakeland, FL 33803.

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 **ARLINGTON HEIGHTS PHASE III**, (the "Properties") situated in Haines City, Florida, as described in the Master Declaration of Covenants and Conditions ("the Declaration") to be filed in the Public Records of the City of Haines City and/or Polk County, Florida, subsequent to the filing of these Articles, a copy of which is presently filed in the offices of KINGS PARTNERSHIP ("Developer" or "Declarant") in Lakeland, 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 shall exist for all of the following purposes:

(a) To own, operate and maintain certain common and dedicated properties within the Properties (as set forth in the Declaration);

(b) To take such actions as the Association is authorized pursuant to its Articles of Incorporation 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 Associations set forth in the Declaration, as the same may be amended from time to time as therein provided, and the Declaration is hereby incorporated herein by reference and made a part hereof;

(b) To fix, levy, collect and enforce payment by any 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 imposed 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, convey, sell, lease, transfer, dedicate for public use or 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 eighty percent (80%) of each class 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. No such dedication or transfer shall be effective unless an instrument agreeing to such dedication or transfer signed by eighty percent (80%) of each class of members has been recorded.

(h) To participate in mergers and consolidations 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.

(j) To operate and maintain the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.

(k) Operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a unit or undivided fee interest in any unit 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. It is understood that each unimproved lot shall consist of one unit and each lot upon which a single-family dwelling is construed shall consist of one unit.

ARTICLE V

VOTING RIGHTS

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

CLASS A. Class A member(s) shall be all owners, with the exception of the declarant, 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.

CLASS B. The Class B member(s) shall be the Declarant and Declarant shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to a Class A membership on the happening of either of the following events, whichever occurs earlier:

(A) When the total votes outstanding in the Class A membership equal to the total votes outstanding in the Class B membership, or (B) On December 31, 2009.

The owner of each lot in ARLINGTON HEIGHTS PHASE III, Public Records of Haines City and/or Polk County, Florida as provided herein who shall pay the normal and any special assessments which may from time to time be fixed by the Board of Directors of the Association shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be on the terms and conditions set forth herein as regulated by the Board of Directors of the Association, and it shall be appurtenant to and may not be separated from the ownership of any Lots as outlined herein.

A member not in good standing with the Association shall include a member that has failed to pay any assessments, charges and costs of the Association during the time period allowed for the payment of same. A member not in good standing with the Association may be denied the right to vote at the Association meetings or to hold office within the Association as well as the use of any recreational facilities within the common areas of the Association or the use thereof by immediate family members, guests and invitees.

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 votes are represented at a meeting, a 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 need not 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 are appointed or elected as stated in the bylaws. The names and residence addresses until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
D. JOEL ADAMS	3020 S. Florida Ave., Ste 101 Lakeland, FL 33803
R. DENNIS CORBETT	3900 S. Florida Ave. Lakeland, FL 33813
GEORGE M. LINDSEY, III	3020 S. Florida Ave., Ste 101 Lakeland, FL 33803

The directors may, by bylaw, fix the term of 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.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by a president, vice president, and a secretary-treasurer and such other officers as may be designated in the Bylaws. The officers shall be elected by the members of the Association at its annual meeting. The names and residence addresses of the officers who shall serve the first election of the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	D. Joel Adams 3020 S. Florida Ave., Ste 101 Lakeland, FL 33803
Vice President	R. Dennis Corbett 3900 S. Florida Ave. Lakeland, FL 33813
Secretary	George M. Lindsey, III 3020 S. Florida Ave., Ste 101 Lakeland, FL 33803
Treasurer	George M. Lindsey, III 3020 S. Florida Ave., Ste 101 Lakeland, FL 33803

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by either the Developer or by eighty percent (80%) of the membership, together with the consent in either case of the Southwest Florida Water Management District. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, 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 officers 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, as such terms are used in Section 607.014(6) of the Florida Statutes. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity 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 provide for herein shall be subject to the provisions of Section 607.014(2) of the Florida Statutes.

ARTICLE XI

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a vote of two-thirds (2/3) of the members present in person or by proxy.

ARTICLE XII

DURATION

The Association shall have perpetual existence.

ARTICLE XIII

AMENDMENTS

The Articles may be amended by resolution adopted by the Developer for a period of three years commencing on the date of these Articles, and thereafter by a vote of eighty percent (80%) 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 rights 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

SUBSCRIBERS

The name and residence of the subscribing incorporator of these Articles of Incorporation is:

NAME

Robert J. Adams

ADDRESS

³⁰²⁰
~~4110~~ S. Florida Ave.
Lakeland, FL 33803 ^{PSA}

ARTICLE XV

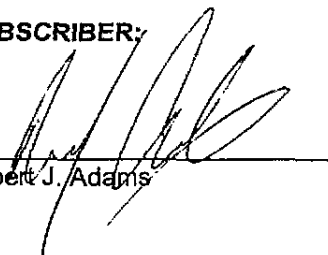
REGISTERED AGENT - REGISTERED OFFICE

The registered office of the Association is ^{PSA 3020} ~~4110~~ S. Florida Ave., Lakeland, FL 33803. The registered agent is Robert J. Adams, a resident of the state of Florida whose business office 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 19th day of October, 2004.

I hereby accept designation hereunder as registered agent.

SUBSCRIBER:


Robert J. Adams

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Robert J. Adams, who to me known to be the person described in these Articles of Incorporation and he acknowledged before me that he executed the same as Subscriber, on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of October, 2004.

My Commission Expires:

(Affix Notarial Seal)

Name: 
Notary Public-State of Florida
Serial No.



Linda Williams
MY COMMISSION # DD258729 EXPIRES
December 12, 2007
BONDED THRU TROY FAIN INSURANCE, INC.