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(Requestor's Name)

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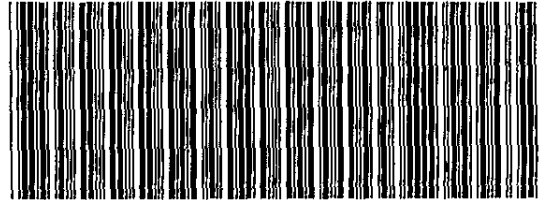
(Business Entity Name)

(Document Number)

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12/17/04

LAW OFFICES OF  
**Sanoba & Sanoba, P.A.**  
A Partnership of Professional Associations  
114 EAST EDGEWOOD DRIVE  
LAKELAND, FLORIDA 33803-4015

GREGORY A. SANOBA, P.A.  
KARIE L. SANOBA, P.A.

TELEPHONE: (863) 683-5353  
FACSIMILE: (863) 683-2237

December 14, 2004


Secretary of State  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Great Oaks Homeowners Association Polk County, Inc.

Gentlemen:

Enclosed are original Articles of Incorporation, designation of registered agent form, and a copy of your letter dated November 10, 2004. Please return the documents to this office, and should you have any questions concerning the enclosed, please feel free to contact this office.

Very truly yours,



Linda Stephens  
Legal Assistant to Gregory A. Sanoba

/s  
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 10, 2004

LINDA STEPHENS  
SANOBA & SANOBA, P.A.  
114 EAST EDGEWOOD DRIVE  
LAKELAND, FL 33803-4015

SUBJECT: GREAT OAKS HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W04000041379

We have received your document for GREAT OAKS 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

**An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

Letter Number: 004A00064447

ARTICLES OF INCORPORATION

OF

GREAT OAKS HOMEOWNERS ASSOCIATION POLK COUNTY, INC.,  
(A Nonprofit Corporation)

FILED

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ARTICLE I. NAME

The name of this corporation shall be GREAT OAKS HOMEOWNERS ASSOCIATION POLK COUNTY, INC., and shall be hereinafter referred to as the "Association."

ARTICLE II. COMMENCEMENT AND DURATION

The commencement of this Association's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This Association's duration shall be perpetual.

ARTICLE III. PURPOSE

This Association is being organized for the purpose of preserving the residence lots and maintaining the common areas within a certain subdivided tract of real property described in Exhibit "A" attached hereto within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes the Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Polk County, Florida;
- (b) 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, including but not limited to contracting for services as to same by a maintenance company;
- (c) Affix, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

(d) Acquire (by gift, purchase, or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(e) Borrow money and, subject to the consent by vote or written instrument of Seventy-Five Percent (75%) of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members;

(g) Participate in mergers and consolidations with other nonprofit associations organized for the same purposes, or annex additional residential property or common areas, provided that any merger, consolidation, or annexation shall have the assent by vote or written instrument of Seventy-Five Percent (75%) of each class of members;

(h) Have and exercise any and all powers, rights, and privileges that a nonprofit Association organized under the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

In addition, the Association may engage in the transaction of any and all business activities permitted for nonprofit corporations under the laws of Florida and the United States of America.

#### 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 but excluding persons or entities holding title merely as security for performance of any obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

#### ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this Association's initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time as provided in this Association's Bylaws but shall never be less than one (1).

The name and address of each individual who shall serve as a member of the initial Board of Directors are:

1. Robert P. Asbury  
5813 Hendricks Road  
Lakeland, Florida 33811
  
2. Teresa Asbury  
5813 Hendricks Road  
Lakeland, Florida 33811

#### ARTICLE VI. OFFICERS

The affairs of the Association shall be managed by a Board of Directors and a President and Secretary who shall at all times be members of the Board of Directors. Such officers shall be at the first meeting of the Board of Directors following each annual meeting of the members. The names of the officers who are to serve until the first election are:

Robert P. Asbury - President  
Teresa Asbury - Vice President/Secretary/Treasurer

#### ARTICLE VII. INDEMNIFICATION

This Agreement shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE VIII. PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The name and address of this Association's registered agent and principal office shall be:

Gregory A. Sanoba, Esq.  
114 East Edgewood Drive  
Lakeland, Florida 33803

#### ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this Association's incorporator is:

Robert P. Asbury  
5813 Hendricks Road  
Lakeland, Florida 33811

ARTICLE X. BYLAWS

The bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association or at any special meeting duly called for such purpose on the affirmative vote of Seventy-Five Percent (75%) of each class of members existing at the time of and present at such meeting, except that the initial bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE XI. MEMBERS

The Association shall have two (2) classes of voting members as follows:

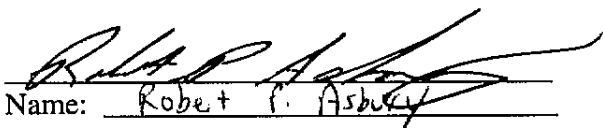
Class A. Class A members shall be all owners with the exception of Great Oaks Land Development LLC (the Developer), and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lots shall be exercised as such members may determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot owned by Class A members.

Class B. Class B member shall be Great Oaks Land Development LLC (the Developer) who shall be entitled to two (2) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE XII. AMENDMENT

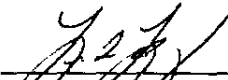
This Association reserves the right to amend or repeal any provisions in these Articles of Incorporation or any amendments hereto. Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose on the affirmative vote of a majority of members existing at the time of and present at such meeting.

IN WITNESS WHEREOF the undersigned subscribing incorporator has hereunto set his hand this 2nd day of ~~October~~ <sup>September</sup>, 2004, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
Name: Robert F. Asbury  
Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 2nd day of November, 2004, by Robert P. Asbury, designated above as the individual who shall serve as the Association's incorporator and initial Registered Agent, and who is [  ] personally known to me or who has produced his [  ] Florida driver license, [  ] United States passport, or [  ] \_\_\_\_\_ as identification, and who did take an oath this 2nd day of November, 2004.

  
\_\_\_\_\_  
Notary Public

LINDA T. LENHARDT-STEPHENS  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD237579  
EXPIRES 8/17/2007  
BONDED THRU 1-888-NOTARY1



CERTIFICATE DESIGNATING REGISTERED AGENT

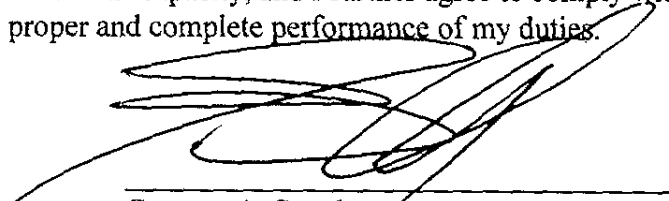
In compliance with Section 48.091, Florida Statutes, the following is submitted as to the place of business or domicile for the service of process within the State of Florida, and the name of the agent upon whom such service may be served:

The name and address of the initial Registered Agent for GREAT OAKS HOMEOWNERS ASSOCIATION POLK COUNTY, INC. shall be as follows:

Gregory A. Sanoba, Esquire  
114 East Edgewood Drive  
Lakeland, Florida 33803-4015

Having been named to accept service of process for the above-named corporation and act as Registered Agent of the same, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: November 2, 2004



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Gregory A. Sanoba,  
Registered Agent

RECORDED  
04 DEC 17 PM 12:25  
TALLAHASSEE, FLORIDA