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## HEART OF FLORIDA GUARDIANS, INC.

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17 S. Orlando Ave., Kissimmee, FL 34741 • (407) 870-5878 • fax (407) 870-9997

March 28, 2005

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Spring Pines West Homeowners' Association, Inc.

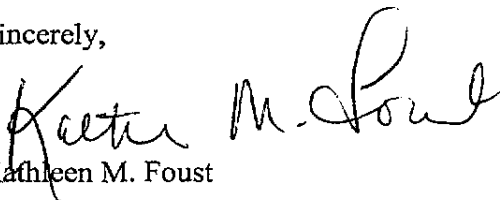
Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for Spring Pines West Homeowners' Association, Inc., a not-for-profit corporation. Also enclosed is my check in the amount of \$78.75 for filing fees and a certified copy of the Articles.

Please file this corporation as soon as possible and return the certified copy to this office.

Thank you for your assistance in this matter.

Sincerely,



Kathleen M. Foust

Enclosures as stated.

**ARTICLES OF INCORPORATION**

**OF**

**SPRING PINES WEST HOMEOWNERS' ASSOCIATION, INC.**

**FILED**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a Corporation, not for profit, under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I**

**NAME AND LOCATION.** The name of the corporation is Spring Pines West Homeowners' Association, Inc., hereinafter referred to as shall be located at P. O. Box 539, Haines City, Florida 33845-0539, but meetings of members and directors may be held at such places within the State of Florida, counties of Polk, Orange and Seminole, as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

Section 1. "Association" shall mean and refer to the Spring Pines West Homeowners' Association, Inc., a Florida corporation not for profit, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any record subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Spring Pines Development Corporation, a Florida corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Public Records of Polk County, Florida in official Records Book 2899, Page 1183-1196.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### ARTICLE III

PURPOSE. The purpose for which the Association is organized is to provide an entity for the operation and maintenance of common areas, streets, street lights sewers and to provide assessments for common property maintenance.

### ARTICLE IV

POWERS. The powers of the Association shall be governed by the following provisions:

The Association will have the common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles including but not limited to the following:

- A. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Association.
- B. To use the proceeds of the assessments in the exercising of powers and duties.
- C. The maintenance, repair, replacement and operation of the common area property including easements.
- D. The purchase of insurance for the common area property and insurance for the protection of the Association and its members.
- E. The reconstruction of improvements after casualty and the further improvements of the common areas property.
- F. To make and amend reasonable regulations respecting the use of the common area property.
- G. To enforce by legal means the provisions of these Articles, the By-Laws of the Association, the Restrictions and regulations for use of the common area property.
- H. To contract for the management of the Association and to delegate to such manager all such powers and duties of the Association that are necessary in the opinion of the Directors of the Association for the manager to effectively manage same.

I. To employ personnel to perform the services required for the proper operation of the common area property.

J. To acquire and enter into agreements, when approved by the membership, whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities, including but not limited to country clubs, golf courses, marines and other recreational facilities, whether or not contiguous to the lands of Spring Pines West intended to provide for enjoyment, recreation or other use for benefit of the members.

All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the members.

Powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Restrictions and the By-Laws.

## ARTICLE V

### MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 o'clock, P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum The presence at the meeting of members entitled to cast, or of proxies entitled to cast, Twenty percent (20%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

## ARTICLE VI

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of at least three (3) but no more than nine (9) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No directors shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

The names and addresses for the first Board of Directors who shall hold office until their successors are elected and qualified or until removed are as follows:

EARLE BAKER	2830 Crown Pointe Drive Haines City, FL 33844
CARLENE BAKER	2830 Crown Pointe Drive Haines City, FL 33844
WILLIAM D. SMITH	2815 Crown Pointe Drive Haines City, FL 33844

## ARTICLE VII

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected, Cumulative voting is not permitted.

## ARTICLE VIII

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE IX

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

© exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties,

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

© as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.



(d) Issue, or to cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause of all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained.

## ARTICLE X

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of offices The4 officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board from time to time by resolution create.

Section 2. Election of officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elect4ed annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as, may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

William D. Smith  
2815 Crown Pointe Drive  
Haines City, Florida 33845

President

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Earle Baker  
2830 Crown Pointe Drive  
Haines City, FL 33844

Vice President

Carlene Baker  
2830 Crown Pointe Drive  
Haines City, FL 33844

Secretary/Treasurer

#### ARTICLE XI

Indemnification. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with proceeding or settlement, or any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association 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, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement is being for 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 Director or officer may be entitled.

#### ARTICLE XII

By-Laws The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority of a quorum of members present in person or by proxy.

#### ARTICLE XIII

Amendments Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner. Notice of the subject matter of the proposed amendment shall be included in a notice of any meeting at which a proposed amendment is considered.

A resolution for the adoption of the proposed amendment may be proposed either by the Board of Directors or by members not present in person or by proxy at the meeting considering the amendment may express their approval in writing providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than three members of the Board of Directors and by not less than seventy-five (75%) percent of the votes of the membership of the Association.

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

#### ARTICLE XIV

Term The term of the Association shall be perpetual.

#### ARTICLE XV

#### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE XVI

#### ASSESSMENTS

As more fully provided in the Restriction, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of fifteen percent (15%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay interest costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessment provided for herein by non-use of the Common Area or abandonment of his lot. In addition, Assessments are due the Spring Pines West Homeowners' Association. Association assessments are to be paid on an annual basis, due on January 1<sup>st</sup> of each year. Any payment received after January 10<sup>th</sup> shall be considered late and a late fee of \$25.00 plus any accrued interest shall be added as of January 2000.

#### ARTICLE XVII

#### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "SPRING PINES WEST HOMEOWNER'S ASSOCIATION, INC." and "Corporation not for profit."

ARTICLE XVIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XIX

Subscribers. The names and addresses of the subscribers of these Articles of Incorporation are as follows:

WILLIAM D. SMITH

2815 Crown Pointe Drive  
Haines City, FL 33845

ARTICLE XX

Resident Agent. The name and office of Resident Agent upon whom service of the Association may be affected is:

KATHLEEN M. FOUST  
17 South Orlando Avenue  
Kissimmee, FL 34741

The above-named Resident Agent joins in execution of these Articles to evidence his acceptance of his designation as Resident Agent and his agreement to comply with Florida Statutes governing corporate resident agents.

IN WITNESS WHEREOF, the subscribers to these Articles of Incorporation have fixed their hands and seals this 28 day of MARCH, 2005.

  
WILLIAM D. SMITH

STATE OF FLORIDA

COUNTY OF OSCEOLA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared WILLIAM D. SMITH to me known to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of MARCH, 2005.



Kathleen M. Foust  
Commission #DD244670  
Expires: Oct 11, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

Kathleen M. Foust  
Notary Public

ACCEPTANCE BY RESIDENT AGENT

I, KATHLEEN M. FOUST, hereby accept as resident agent, for SPRING PINES WEST HOMEOWNER'S ASSOCIATION, INC., this 28 Day of March, 2005.

Kathleen M. Foust  
KATHLEEN M. FOUST

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TALLAHASSEE, FLORIDA