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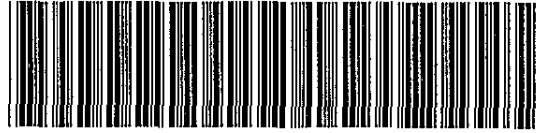
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY -9 AM 9:00

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May 5, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Walden Vista Homeowners Association, Inc.

To Whom It May Concern:

Enclosed are the original Articles of Incorporation of Walden Vista Homeowners Association. I have also enclosed our check for \$78.75 for the filing fee and a certified copy of the document. Please return our document to the above address in the envelope provided. If you need anything further, please do not hesitate to contact me.

Sincerely,



Teri Warren
Legal Assistant

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY -9 AM 9:00

**ARTICLES OF INCORPORATION
OF
WALDEN VISTA HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of "Florida Not for Profit Corporation Act", the undersigned, all of whom are residents of Polk County, Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is **Walden Vista Homeowners Association, Inc.** hereafter called the "Association".

ARTICLE II

LOCATION

The principal office of the Association is located at **5640 Lake Grove Drive, Lakeland, FL 33809.**

ARTICLE III

REGISTERED AGENT

DAVID PHELPS, whose address is **2629 Waverley Barn Road, Suite 133, Davenport, Florida 33897**, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of Courts of Polk County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments 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) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area 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 has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

(h) operate and maintain all Common Areas, meaning all platted subdivision roads, and easements together with the boundary walls located on a portion thereof, and the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances;

(i) establish rules and regulations to govern conduct of members of the Association and furtherance of the principles and purposes contained in these Articles of Incorporation and consistent with the purposes of the Declaration of Covenants, Conditions and Restrictions;

(j) impose assessments against members of the Association and to enforce said assessments as set forth in the Declaration of Covenants, Conditions and Restrictions governing the subdivision.

(k) the Association shall have the power to sue and to be sued;

(l) the Association shall have the power to contract for services to provide for operation and maintenance of the Common Areas if the Association shall employ a maintenance company;

(m) require all the homeowners, lot owners, property owners, or unit owners to be members of the Association as a condition to ownership of property within the subdivision.

ARTICLE V

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, 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.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be 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 Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to 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 the total votes outstanding in the Class B membership; or

(b) on January 1, 2007

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3), no more than nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
J.J. Brenning	2629 Waverly Barn Road, Suite 133, Davenport, FL 33897
David Phelps	2629 Waverly Barn Road, Suite 133, Davenport, FL 33897
Thomas Phelps, Sr.	2629 Waverly Barn Road, Suite 133, Davenport, FL 33897

At the first annual meeting the members shall elect one-third of the directors for a term of one year, one-third of the directors for a term of two years and one-third of the directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

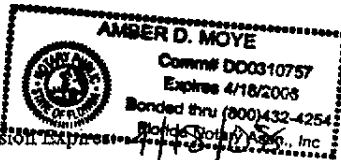
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 5 day of January, 2005.

J.J. Brenning
 J.J. Brenning
David Phelps
 David Phelps
Thomas Phelps, Sr.
 Thomas Phelps, Sr.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 5 day of January, 2005, by J.J. Brenning; David Phelps and Thomas Phelps, Sr., who are personally known to me or who have presented their Florida Driver's Licenses as identification.

SEAL



My Commission Expires 4/18/2008

Amber D. Moye
 Notary Public
Amber D. Moye
 Printed Name

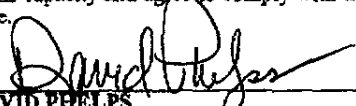
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

FIRST: That Walden Vista Homeowners Association, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 5640 Lake Grove Drive, Lakeland, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



DAVID PHELPS

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATION
05 MAY -9 AM 9:00