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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DARBY LAKE HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N05000006170

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

STEVEN L. SPARKMAN

(Name of Contact Person)

STEVEN L. SPARKMAN, P.A.

(Firm/ Company)

P.O. BOX 2058

(Address)

PLANT CITY, FL 33564-2058

(City/ State and Zip Code)

For further information concerning this matter, please call:

STEVE SPARKMAN

(Name of Contact Person)

at (813) 759-1444

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF INCORPORATION
OF
DARBY LAKE HOMEOWNERS ASSOCIATION INC

The undersigned subscriber to these Articles of Incorporation for the purpose of forming a corporation not-for-profit, pursuant to Chapter 617 of the Florida Statutes, does hereby adopt the following Articles for such corporation:

ARTICLE I. NAME

The name of the corporation is Darby Lake Homeowners Association, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association is located at 1717 S Kings Avenue, Brandon, FL 33511. The Board of Directors of the Association may change the location of the principal office of said Association from time to time.

ARTICLE III. REGISTERED AGENT

Michael Chadwell whose address is **401 Citrus Wood Lane Valrico, FL 33594**, is hereby appointed the initial registered agent of this Association.

ARTICLE IV. DEFINITIONS

“Articles” shall mean these Articles of Incorporation.

“Developer” shall mean CHADWELL HOMES CORPORATION, a Florida corporation, its successors and assigns.

“Directors” shall mean the members of the Board of Directors of the Association and their successors in office duly elected and serving in that capacity in accordance with the Bylaws.

“Association” shall mean and refer to Darby Lake Homeowners Association, Inc., a Florida corporation not-for-profit, its successors and assigns.

“Declaration” shall mean the Declaration for Darby Lake recorded in the Public Records of Hillsborough County, Florida, to which a certified copy of these Articles of Incorporation are attached as Exhibit “A”.

In addition to the foregoing terms, all other defined terms used herein shall have the meanings as set forth in the Declaration.

ARTICLE V. PURPOSE

The Association has been formed for the purpose of performing the obligations of the Association under and pursuant to the Declaration and for other purposes.

ARTICLE VI. POWERS AND DUTIES

In addition to all powers provided in Chapter 617 of the Florida Statutes, and in addition to all of the powers provided by law, the Association shall have the following powers and duties:

A. Perform all of the obligations of the Association under the Declaration and pay all the costs associated with the performance by the Association of the obligations of the Association under the Declaration.

B. Establish a budget annually for the operation of the Association and the performance of all of the duties and obligations of the Association, including, but not limited to, the payment of all professional fees and costs of attorneys, accountants, engineers, surveyors, contractors and agents and all other persons employed by or contracted with by the Association, the cost of a standard fidelity bond covering all Directors, officers and all other employees of the Association in an amount to be determined by the Directors, the cost of workers compensation insurance to the extent necessary to comply with Chapter 440 of the Florida Statutes, the cost of liability insurance insuring the Association against any and all liability to the public and any other insurance deemed necessary by the Directors.

C. Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration, these Articles and the Bylaws of the Association; bring proceedings for collection of charges and assessments in the event of non-payment; 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. Receive a conveyance of the Drainage Easements, subject to the provisions of the Declaration, Articles and Bylaws.

E. 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. With the unanimous approval of the Members, borrow money, and mortgage, pledge, grant a deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

G. Operate and maintain the surface water management system associated with the Drainage Facilities and the Drainage Easements.

H. Sue and be sued.

I. Contract for services to provide for the operation and maintenance required to be performed by the Association.

J. Establish rules and regulations with respect to the use and operation of the Drainage Facilities and the surface water management system.

K. Receive an assignment of the Permit or Permits issued by SWFWMD for the operation of the surface water management system and Drainage Facilities.

L. Exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, as well as all other express and implied powers of corporations not-for-profit.

The Association shall be operated as a non-profit organization for the benefit of its Members. The Association is organized and shall be operated exclusively for the purposes set forth above and in the Declaration. The activities of the Association will be financed by assessments against members as provided in the Declaration and in accordance with the Bylaws and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE VII. MEMBERS

Membership in the Association is set forth in the Declaration. At any meeting of Members of the Association, each Member shall be entitled to one vote.

ARTICLE VIII. DURATION

The period of duration of the Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended.

ARTICLE IX. INCORPORATOR

The name and residence address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Michael Chadwell	401 Citrus Wood Lane Valrico, FL 33509-2614

ARTICLE X. DIRECTORS AND OFFICERS

The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall be elected by the Members at the annual meeting of the Members. Vacancies on the Board of Directors may be filled until the beginning of the next fiscal year of the Association in such a manner as provided by the Bylaws. The officers shall be: a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The officers and Directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the Bylaws.

ARTICLE XI. INITIAL DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be three (3). The initial Board of Directors who shall serve until July 1 immediately following the first election at the regular annual meeting are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Chadwell	401 Citrus Wood Lane Valrico, FL 33594
Roger Crockett	822 Citrus Wood Lane Valrico, FL 33594
Robert Chadwell	4008 Valrico Grove Drive Valrico, FL 33594

ARTICLE XII. BYLAWS

The Bylaws of the Association may be made, altered, or rescinded as provided for in the Bylaws of the Association. However, the initial Bylaws of the Association shall be made and adopted by the initial Board of Directors of the Association.

ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles may be proposed by any Member of the Association. These Articles may be amended at any annual meeting of the Members of the Association, or at any special meeting duly called and held for such purpose, by the more than 66% vote of the Members. So long as the Developer owns at least five percent (5%) of the Lots in any Subdivision, no amendment to these Articles may be made without the prior written consent of the Developer, which the Developer may withhold in the Developer's sole and exclusive discretion. There shall be no amendment to these Articles which modifies, amends or changes the obligations and duties of the Association with respect to the surface water management system and the Drainage Facilities without the prior approval of SWFWMD. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the Secretary of State shall be recorded in the public records of Hillsborough County, Florida.

ARTICLE XIV. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all of the Members. So long as the Developer owns any portion of the Property, this Association may not be dissolved without the prior written consent of the Developer, which consent may be unreasonably withheld, in the Developer's sole and exclusive discretion. Upon dissolution of the Association, other than incident to 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 and such public agency shall assume the obligations and perform the duties of the Association as set forth in the Declaration. 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 which shall assume all of the duties and obligations of the Association under the Declaration.

ARTICLE XV. FHA/VA APPROVAL

So long as there is a Class B membership in any Association, the following actions will require the prior written approval of the Federal Housing Administration or the Veterans' Administration: Annexation of additional properties, merger and consolidations, mortgaging of the assets of the Association, dedication of any of the assets of the Association for public purposes, dissolution and amendment to these Articles of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this November 29, 2007.


Michael Chadwell

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28 day of November,
by Michael Chadwell, who is personally known to me or who produced a Florida Drivers License
as identification.

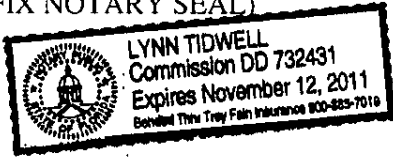
Lynn Tidwell

NOTARY PUBLIC, STATE AT LARGE

Print Name: Lynn Tidwell

My Commission Expires: 11/12/2011

(AFFIX NOTARY SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of DARBY LAKE
HOMEOWNERS ASSOCIATION, INC., as set forth in the foregoing Articles of Incorporation.

DATED this November 28, 2007

Michael Chadwell

Michael Chadwell
Registered Agent

The date of adoption of the amendment(s) was: AUGUST 25, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature _____
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

MICHAEL CHADWELL

(Typed or printed name of person signing)

PRESIDENT & DIRECTOR

(Title of person signing)

FILING FEE: \$35