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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers AUG 26 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Steep Hill Estates Homeowner's
Association of Polk County, Inc.*

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
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- _____ UCC 1 or 3 File _____
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- _____ UCC 11 Retrieval _____
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

**SLEEPY HILL ESTATES HOMEOWNERS'
ASSOCIATION OF POLK COUNTY, INC.
(A Nonprofit Corporation)**

05 AUG 25 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be SLEEPY HILL ESTATES HOMEOWNERS' ASSOCIATION OF POLK COUNTY, INC., and shall be hereinafter referred to as (the "Association").

ARTICLE II. COMMENCEMENT & 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;

Articles Of Incorporation Of
SLEEPY HILL ESTATES HOMEOWNERS' ASSOCIATION OF POLK COUNTY, INC.

(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 two-thirds 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 two-thirds 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.

(i) Establish rules and regulations;

(j) Require all the lot owners, parcel owners, or unit owners to be members;

(k) If the Association ceases to exist, all of the lot owners, parcel owners or unit owners shall be jointly and severally responsible for operation and maintenance of the surface water management system facilities in accordance with the requirements of the Environmental Resource Permit, unless and until an alternate entity assumes responsibility.

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.

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SLEEPY HILL ESTATES HOMEOWNERS' ASSOCIATION OF POLK COUNTY, INC.

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. DURATION

The period of duration of the Association shall be that it shall exist in perpetuity. If, however, the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this Association's Initial Board of Directors shall be three (3). 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.

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

1. Ted Barnett
7421 Locksley Lane
Lakeland, Florida 33809-5027
2. Iris Barnett
7421 Locksley Lane
Lakeland, Florida 33809-5027

3. Donald Barnett
7222 Stanford Drive
Lakeland, Florida 33809

ARTICLE VII. 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:

Ted Barnett	-	President
Iris Barnett	-	Vice-President/Secretary/Treasurer

ARTICLE VIII. 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 IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

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

Ted Barnett
7421 Locksley Lane
Lakeland, Florida 33809-5027

ARTICLE X. INCORPORATOR

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

Ted Barnett
7421 Locksley Lane
Lakeland, Florida 33809-5027

Articles Of Incorporation Of
SLEEPY HILL ESTATES HOMEOWNERS' ASSOCIATION OF POLK COUNTY, INC.

ARTICLE XI. 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 two-thirds 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 XII. MEMBERS

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

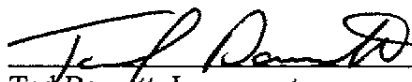
Class A. Class A members shall be all owners with the exception of Highland Developers, Inc., a Florida corporation (Developer), and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lots shall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

Class B. The Class B member shall be Highland Developers, Inc., a Florida corporation (Developer), who shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE XIII. 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.

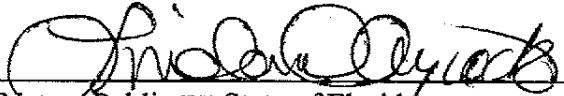
IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand this 23rd day of August, 2005, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Ted Barnett, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 22nd day of August 2005, by Ted Barnett, 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's license, ☐ United State passport, or ☐ _____ as identification.


Notary Public ■■ State of Florida



Linda D. Aycock
MY COMMISSION # DD050434 EXPIRES
September 11, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Articles Of Incorporation Of
SLEEPY HILL ESTATES HOMEOWNERS' ASSOCIATION OF POLK COUNTY, INC.

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 SLEEPY HILL ESTATES HOMEOWNERS' ASSOCIATION OF POLK COUNTY, INC. shall be as follows:

Ted Barnett
7421 Locksley Lane
Lakeland, FL 33809-5027

Having been named to accept service of process for the above-named corporation and act as Registered Agent of the same, I hereby 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: August 23, 2005



Ted Barnett
Registered Agent

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05 AUG 25 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FL 32399

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