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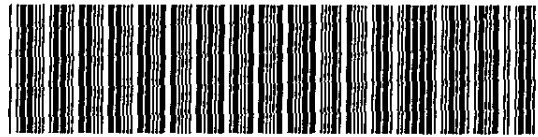
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*W. Wm. Ellsworth, Jr.*

*Counsellor at Law*

*P O Box 7667*

*Lakeland, Florida 33807-7667*

*(863) 644-9197*

*Fax: (863) 644-2785*

February 1, 2006

Sent via Federal Express

Division of Corporations  
Florida Department of State  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Filing - Articles of Incorporation  
LAKE HANCOCK BOATING CLUB, INC.. (a corporation not for profit)

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of this proposed Corporation. Please endorse your approval on a certified copy and return to this office in the enclosed Federal Express return envelope prepaid and preaddressed to: 6700 South Florida Avenue, Suite #6, Lakeland, Florida 33813.

Also enclosed is a check in the amount of \$78.75 to cover the filing fee of \$35; the Certificate of Registered Agent for Service of Process fee of \$35.00 and the fee for a Certified Copy of Articles of Incorporation of \$8.75 (\$8.75 for 8 pages).

Thank you for your assistance in this matter.

Very truly yours,

  
W. Wm. Ellsworth, Jr.

WWE/lzf  
Enclosures

(A Corporation Not For Profit)

The undersigned Subscriber to these Articles of Incorporation hereby acknowledges the execution hereof for the purpose of forming an Association under the laws of the State of Florida in accordance herewith.

## ARTICLE I

### NAME

The name of this Association shall be Lake Hancock Boating Club, Inc. (the "Association"), and it shall be located in Polk County, Florida.

## ARTICLE II

### INITIAL PRINCIPAL & REGISTERED OFFICE & AGENT

The street address of the initial principal and registered office and agent of the Association, until changed by the Board of Directors, shall be 6700 S. Florida Ave., Suite 6, Lakeland, Florida, 33813, and the name of the initial registered agent of the Association at that address is W. Wm. Ellsworth, Jr.

## ARTICLE III

### PURPOSES AND POWERS

#### 1. The General Purposes and Powers for which the Association is formed are as follows:

A. To organize, manage and maintain a private Club for boating, water crafts and/or other water related usage with access into and from the waters of Lake Hancock, Polk County, Florida, and in this regard, to prescribe membership requirements, rules and regulations pertaining thereto.

B. To manage, maintain, construct and/or repair for the use of its members and their guests all improvements now upon or to be placed upon that real property the ownership of and/or access easement thereto shall be that as may hereinafter be acquired by the Association for these purposes and intents. Said improvements may intrude into the waters of Lake Hancock and may include, but not be limited to, facilities for recreational purposes and utilities in conjunction therewith; a water craft ramp for ingress and egress to and from the waters of Lake Hancock; water craft docking facilities; vehicular and water craft trailer parking, if allowed; security fencing; landscaping; and private roadways for ingress and egress purposes thereto, as the case may be.

C. To enact rules of use and procedures for enforcement thereof and to maintain its ownership of any real or personal properties and/or easements that may be acquired or conveyed to the Association for the common use of all Club members. In addition, the Association may impose upon said real properties and/or easements that may be acquired or conveyed to the Association, Restrictive Covenants and Conditions.

D. To manage the affairs of the Association in all respects, including but not limited to the hiring and or retaining of necessary employees, secretarial services and/or managerial services.

E. To obtain insurance for loss purposes, whether by casualty or liability, covering said real and personal properties and/or easements that may be acquired or conveyed to the Association and any improvements contained thereupon, its Directors, Officers, and employees of the Association. Further, it may bond, if desired, its Directors, Officers and employees.

F. To pay real estate and ad valorem taxes and assessments and utilities attributable to its real and personal properties and/or easements and improvements contained thereupon or for the use thereof.

G. To convey for cash, terms, and/or exchange Association properties; to rent Association properties; to acquire property for the ownership, use and benefit of the Association and/or its members either by purchase or otherwise; to borrow funds for the purposes of its operations and/or responsibilities; to sue and be sued; to contract for services to provide for the operation and/or maintenance of any property which the Association is empowered to operate and/or maintain; to require those eligible lot owners of Riverlake Subdivision, Plat Book 117, Pages 1 & 2, Public Records of Polk County, Florida, and Summertimes Plantation Subdivision, Plat Book 132, Pages 32 and 33, Public Records of Polk County, Florida to become and continually be Club members of the Association; and to transact any and all lawful business.

H. To determine, prepare, deliver notice of, and collect annual and/or special assessments from the Club members for the purpose of the foregoing and to enforce liens for such assessments uncollected against a Club member's lot, with interest, costs, and attorney's fees, by legal action, if necessary.

I. To do every other act as may be reasonably deemed necessary in carrying out that which has been empowered to it under these Articles of Incorporation, its By-Laws, Rules and Regulations.

#### 2. The Membership and Assessments, Annual Meetings of Membership and Board of Directors:

A. Each owner of Lots 10 through 18, inclusive, (together with each parcel of real property lying adjacent and East of each of said lots projecting to or into the waters of Lake Hancock) Riverlake Subdivision, Plat Book 117, Pages 1 and 2, Public Records of Polk County, Florida, and Lots 14 through 18, inclusive, (together with each parcel of real property lying adjacent and East of each of said lots projecting to or into the waters of Lake Hancock) Summertimes Plantation Subdivision, Plat Book 132, Pages 32 and 33, Public Records of Polk County, Florida, shall be eligible for Club membership of the Association and shall automatically become a Club member of the Association upon the acquisition of each lot as referenced from its present owner, Summertimes Ranch, Inc. in accordance with Article IV. As a member, each lot owner shall be liable and obligated for payment for maintaining the Association and the cost of maintenance, improvement and operation

membership shall bear equal proportion of each assessment regardless of a lot's location, dimension or size. Any unpaid assessment due at anytime, shall be and become the obligation of a subsequent owner of the lot upon purchase of said lot.

B. During the month of January each year, commencing in 2007, the Board of Directors shall determine the amount of the Association's maintenance, improvement and operation assessment of the calendar year. Annual assessments shall be payable on or before January 31<sup>st</sup> of each calendar year with the initial annual assessment payable on or before January 31, 2007. The amount of an annual assessment will depend upon the financial requirements for maintenance, improvements and operation of the common areas desired by the Association members. During the month of December of each year, commencing in 2008, or sooner, the Board of Directors of the Association shall call an initial membership meeting for the following January and during each December thereafter shall call an annual meeting of the membership of the Association for the purpose of electing members of the Board of Directors; fixing the amount of the Association's maintenance, improvements and operation assessment; and conducting old and new Association business for the ensuing calendar year. Special Assessments for these purposes may, from time to time, be made by the Association.

C. A call for a meeting shall be in writing; shall state the meeting's purpose; shall designate the date (which shall be no less than ten (10) days from the date the call is mailed), time and place of said meeting; and shall be mailed to all lot owners who are Club members in accordance with Article IV at the last addresses for said owners shown on the books and records of the Association or to the lot owners' addresses as shown on the Polk County Tax Rolls. The annual election of the Board of Directors, the calendar year annual assessment and charges, and other business of the Association shall be determined at the annual meeting by the affirmative written vote of a majority of those lot owners present, in person or represented by proxy, at said meeting who, in voting, either affirmatively or negatively in writing in accordance with Article IV.

D. Following the Association annual meeting, written annual assessments voted for by the membership for any of those purposes enumerated in Article 111 (I)(A-I, inclusive) shall be mailed by the Association to all lot owners who are Club members in accordance with Article IV. Annual assessments and charges shall apply to the calendar year, shall be deemed to be due on or before the last day of January of each year, and shall be payable in one annual installment. Sums thus collected by the Association shall be held and expended by it for the sole purposes that said assessments were made.

#### ARTICLE IV

##### MEMBERS

Each owner of Lots 10 through 18, inclusive, (together with each parcel of real property lying adjacent and East of each of said lots projecting to or into the waters of Lake Hancock) Riverlake Subdivision, Plat Book 117, Pages 1 and 2, Public Records of Polk County, Florida, and Lots 14 through 18, inclusive, (together with each parcel of real property lying adjacent and East of each of said lots projecting to or into the waters of Lake Hancock) Summertimes Plantation Subdivision, Plat Book 132, Pages 32 and 33, Public Records of Polk County, Florida, as provided in Article 111(2)(A), shall be a mandatory Club member of the Association and shall pay the normal annual and any special assessments which may from time to time be fixed by the Board of Directors of the Association. There shall be a \$200 initial membership fee per lot payable by an owner upon lot acquisition from the present owner, Summertimes Ranch, Inc. Notwithstanding the foregoing, as Club member(s), the owner(s) of Lot 18, upon which a portion thereof shall have imposed an access easement for the use and benefit of the Club members and/or Lake Hancock Boating Club, Inc., shall be exempt from any future payments of normal annual and any special assessments as well as the initial membership fee required hereunder to be paid to the Association. Membership shall be on the terms and conditions set forth herein as regulated by the Board of Directors of the Association, and it shall be appurtenant to and may not be separated from the ownership of any lot as outlined in Article 111(2)(A). Membership shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be on a calendar year basis and shall automatically be transferred during a calendar year with the transfer of lot ownership as to be continuous with lot ownership. Each lot owner upon acquisition of a lot from the present owner, Summertimes Ranch, Inc., shall in addition to the payment of the initial membership fee also be obligated at that time to repay, as the case may be, to the present owner, Summertimes Ranch, Inc., and/or pay to the Lake Hancock Boating Club, Inc. said lot's pro rata share as of the date of acquisition any annual and/or special assessment payable as of January 1, 2007, or thereafter. Otherwise, there shall be no proration, except as between lot owners of membership assessments; and any unpaid assessments due at that time shall be and become the obligation of a new lot owner upon the purchase of said lot.

Club membership shall be private and non-transferrable other than its automatic transfer to any subsequent owner(s) of a membership lot when said title thereto is transferred at which time, the membership of said prior owner(s) of said membership lot shall immediately terminate.

A member not in good standing with the Association shall include a member that has failed to pay any assessments, charges and/or costs of the Association during the time-period allowed for the payment of same. A member not in good standing with the Association may be denied the right to vote at the Association meetings or to hold office within the Association.

A lot owner of two or more contiguous lots upon building a single-family private residence upon either of said lots or upon said lots where the placement of said residence prohibits construction of an additional residence thereupon may choose to limit membership as a multiple lot owner to one membership. The choice shall be in writing, shall be directed to the Association and may be made at the time of obtaining a certificate of occupancy therefore from the appropriate governmental entity. Said choice shall not entitle the multiple lot owner a rebate of the initial membership fee per lot and/or a proration refund of any assessments per lot paid in advance; however, thereafter all contiguous lots so electing shall be treated as one lot for the purpose of assessment and membership in the Association hereunder. Nevertheless, should after said election a contiguous lot upon which a single-family private residence has not been constructed shall be conveyed to a third-party, then and in that event, said subsequent lot owner from the date of said conveyance shall be deemed a member of the Association and subject as other lot owner members to all annual and special assessments of the Association for the purposes herein stated; current calendar year assessments being prorated as of the date of said conveyance.

## ADDITIONAL FUTURE MEMBERS

Those owners of those real properties adjacent and South of Summertime Plantation Subdivision appertinent to and fronting on Lake Hancock and/or Saddle Creek within Section 19, Township 29 South, Range 25 East, Polk County, Florida which when developed into a single-family residential Subdivision shall be eligible for Club membership in the Association; provided, however, said mandatory membership requirement shall be imposed upon said lot owners therein by the Owner-Developer of said Subdivision by proper Restrictions recorded in the Public Records in Polk County, Florida, and as such said membership shall be governed by these Articles of Incorporation, By-Laws, Rules and Regulations pertaining thereto. Said additional future Club members shall be entitled to vote, be subject to an initial membership fee and to assessments as set forth herein, and shall be entitled to all privileges of membership herein enumerated. When said future lot owners shall acquire their lot(s) from the Owner- Developer thereof, if at that time there shall have been fixed an annual and/or special Association's membership assessment for the present calendar year or otherwise, then and that event, said new lot owner shall upon said lot acquisition from said Owner-Developer in addition to the payment of the initial membership fee also be obligated at that time to pay to the Association's said lot's pro rata share of said annual and/or special assessment, as the case may be.

### ARTICLE VI

#### VOTING

The Association shall have one class of voting membership made up of all lot owners as outlined in Article 111(2)(A), Article IV and Article V. Each member shall be entitled to one vote for each lot owned; provided, however, that said lot shall not be delinquent at the time that a vote shall be taken as to any assessments attributable to the lot as provided herein. When more than one person or entity holds an ownership interest in any lot, all such persons shall be Club members; however, the vote for such lot shall be exercised as such members may determine among themselves by only one member designated in writing to the Association. In no event shall more than one vote be cast with respect to any one lot.

### ARTICLE VII

#### MANAGEMENT

The affairs and business of the Association shall be managed by a Board of Directors and by the following officers: President, Vice-President and Secretary/Treasurer and such other officers as the Board of Directors shall appoint. The officers shall be elected by the Board of Directors at the meeting of the Board of Directors immediately following the initial membership meeting of the Association in 2009, or sooner, and likewise annually thereafter. The President and Vice-President shall be members of the Board of Directors, but no other officer need be a member of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible.

### ARTICLE VIII

#### LIENS

The Association shall be empowered through its officers and/or Board of Directors to place a charging lien against a Club member's lot for nonpayment of such assessments, charges and/or costs that have been properly made hereunder and in accordance with these Articles of Incorporation, the By-Laws, Rules and Regulations of the Association, and to prosecute said lien through civil action for foreclosure against the Club member's lot in accordance with the Laws of the State of Florida. Removal of said lien shall require the lot owner to pay said lien amount in full, including interest at the lawful rate allowed by law, recording costs and attorney fees. A lien shall be subordinate to a mortgage lien of any financial institution having a mortgage on said lot whether originating before or after said lien shall have been placed thereupon. In addition, any financial institution holding a mortgage on any lot and taking title therein after default through foreclosure or otherwise, shall have no obligation toward the payment of accrued and uncollected assessments, charges and/or costs on the part of the Association that have accrued to the date that it has taken title to said lot; however, said lien shall not be discharged as to a subsequent third party purchaser of said lot until it shall have been paid in full in accordance herewith.

### ARTICLE IX

#### OFFICERS

The names of the initial Officers who are also the Incorporators of this Association and the Subscribers to these Articles of Incorporation and who are to serve until the first election of Officers by the Board of Directors are:

W. Wm. Ellsworth, Jr.	- President
Mark A. Hulbert	- Vice-President
Linda S. Fuller	- Secretary/Treasurer

### ARTICLE X

#### DIRECTORS

1. The Association shall have three (3) Directors initially. Thereafter, at the initial membership meeting of the Association in 2009, or sooner, the number of Directors may be either increased or diminished from time to time (but shall never be less than three (3) and elected by a majority of the membership present at any authorized meeting.

W. Wm. Ellsworth, Jr.

6700 S. Florida Avenue, Suite #6  
Lakeland, Florida 33813

Mark A. Hulbert

4030 South Pipkin Road  
Lakeland, Florida 33813

Linda S. Fuller

6700 S. Florida Avenue, Suite #6  
Lakeland, Florida 33813

3. The initial Directors shall serve until the first annual meeting of the Association and thereafter as provided for herein.

4. At each annual meeting, the members of the Association shall elect the members of the Board of Directors by plurality of the votes cast at such election, and such members shall serve until the next annual meeting of the Association.

5. In the event of the removal, resignation, death or other vacancy of a member of the Board of Directors, the vacancy shall be filled by the remaining Board of Directors. The replacement member of the Board of Directors shall serve the remainder of the term of his or her predecessor.

6. No member of the Board of Directors or any committee of the Association or any officers of the Association shall be personally liable to any member of the Association, or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of such person or group; provided that such person or group has, upon the basis of such information as may be possessed by them, acted in good faith, without willful or intentional misconduct.

7. The Board of Directors shall see that all assessments shall be assessed equally against all lot owners as outlined in Article 111(2)(A), Article IV and Article V. Where there are multiple owners of any lots, such owners shall be jointly and severally liable for the payment of all Assessments.

8. The Board of Directors, from time to time, may adopt By-Laws of the Association which may be amended or rescinded by them. In addition, any By-Laws so adopted may be amended, modified or rescinded at any Association meeting by a majority vote of the members present.

9. No member of the Board of Directors, Officers of the Association or Committee Members appointed by the Association shall be personally liable to any Club member or their guests for any damage, loss or prejudice suffered or claimed on account of any act, omission, error, or negligence of such person or group.

#### ARTICLE XI

#### AMENDMENTS

Amendments, modifications and/or rescissions to these Articles of Incorporation may be approved by the Board of Directors, proposed by them to the members and approved at any meeting by a two-thirds (2/3) vote of the members present, provided that no less than ten (10) days notice by mail shall have been given to all members, setting forth the proposed amendment(s), modification(s) and/or rescission(s) to these Articles of Incorporation.

#### ARTICLE XII

#### TERM

This Association shall have perpetual existence; however, if the Association shall become dissolved by law, or otherwise, and not reinstated in accordance with the Laws of the State of Florida, then and in that event, all real and personal properties and/or easements of the Association shall be conveyed by the last surviving member(s) of the Board of Directors of the Association or their successors to Summertimes Ranch, Inc., a Florida corporation, and/or its assigns.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Subscriber to these Articles of Incorporation, has executed the foregoing Articles of Incorporation for the purposes therein intended this 1<sup>st</sup> day of February 2006.

SUBSCRIBER

W. Wm. Ellsworth, Jr.

ADDRESS

6700 S. Florida Avenue, Suite #6  
Lakeland, Florida 33813

#### ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing, Articles of Incorporation the Lake Hancock Boating Club, Inc. was acknowledged before me by W. Wm. Ellsworth, Jr., who is personally known to me and known to be the person who executed the foregoing Articles of Incorporation as an Incorporator and Subscriber thereof of Lake Hancock Boating Club, Inc. and who acknowledged before me that he has executed them for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal of the State and County aforesaid this 1<sup>st</sup> day of February 2006.

(NOTARIAL SEAL)



Jessica M. McCurdy  
Commission #DD386798  
Expires: Jan 17, 2009  
Bonded Thru  
Atlantic Bonding Co., Inc.

Jessica M. McCurdy  
Notary Public - State of Florida  
My Commission Expires 1/17/09


CERTIFICATE DESIGNATING 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 and Chapter 617.023, Florida Statutes, the following is submitted in compliance with said Act:

That Lake Hancock Boating Club, Inc. desiring to organize a corporation not-for-profit under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, 6700 S. Florida Avenue, Suite 6, Lakeland, Polk County, Florida 33813, has named W. Wm. Ellsworth, Jr., whose address is 6700 S. Florida Avenue, Suite 6, Lakeland, Polk County, Florida 33813, as its Agent to accept Service of Process within the State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated corporation, at the 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, this 1<sup>st</sup> day of February 2006.



W. Wm. Ellsworth, Jr.  
Resident Agent  
6700 S. Florida Avenue, Suite 6  
Lakeland, Florida 33813

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 FEB -2 AM 9:08