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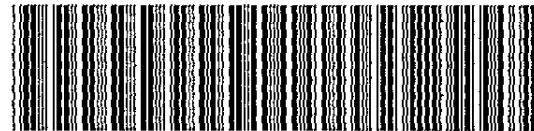
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IN REPLY REFER TO:

May 2, 2006

Lakeland Office

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

Re: Towne Square II Phase Two Property Owners Association, Inc.

Gentlemen:

Enclosed for filing please find an original and one copy of the Articles of Incorporation. A check in the amount of \$70.00 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish us with confirmation of filing. A self addressed stamped envelope is enclosed for your convenience.

Thank you for your assistance with this matter.

Sincerely,



Lois A. Conyers, Legal Assistant to
Peter J. Munson, Esquire

LAC/s

Enclosures

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TOWNE SQUARE II PHASE TWO PROPERTY OWNERS ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee,
& Certified Copy
 \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: PETER J. MUNSON, ESQUIRE
Name (Printed or typed)

1501 SOUTH FLORIDA AVENUE
Address

LAKELAND, FL 33803
City, State & Zip

(863) 680-9908
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
TOWNE SQUARE II PHASE TWO PROPERTY OWNERS ASSOCIATION, INC.**

We, the undersigned, acknowledge and file in the office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

The name of this corporation shall be **TOWNE SQUARE II PHASE TWO PROPERTY OWNERS ASSOCIATION, INC.**, and the principal office and mailing address shall be 4010 Canyon Lake Point, Lakeland, Florida 33803.

ARTICLE II

1. The purposes for which this corporation is formed are as follows:
 - (a) To form an "association" to establish and collect assessments from the property owners of lots in Towne Square II Phase Two, as recorded in Plat Book 137, page 21, Public Records of Polk County, Florida, for the purposes of operating, maintaining, repairing, improving and administering the common property.
 - (b) To establish by-laws for the operation of the association.
2. To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida laws, including the capacity to:
 - (a) Own and convey property;
 - (b) Operate and maintain common property, including but not limited to the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances;
 - (c) Establish rules and regulations;
 - (d) Assess members and enforce said assessments;
 - (e) Sue and be sued;
 - (f) Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company;
 - (g) Require all the property owners to be members;

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- (h) Exist in perpetuity; however, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation; and
- (i) Take any other action necessary for the purposes for which the Association is organized.

No part of the income of this corporation shall be distributed to the members, directors and officers of the corporation.

ARTICLE III

Section 1. All property owners in Towne Square II Phase Two shall automatically be members, and their membership shall automatically terminate when they are no longer owners.

Section 2. There shall not be more than one (1) voting member for each Lot however Lots may be subdivided and their Owners shall have a percentage vote equal to the proportional ownership in a Lot.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James P. Quinn	4010 Canyon Lake Point, Lakeland, Florida 33813

ARTICLE VI

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Directors, composed of not less than three (3) nor more than five (5) individuals, unless the number is changed by by-law or changed by the Directors.

Section 2. The original Directors set forth in these Articles of Incorporation shall serve until the first annual meeting as provided for in the by-laws. Directors thereafter shall be elected to serve for a term of one (1) year, and shall be elected by the voting members

in accordance with the by-laws at a regular annual meeting of the corporation to be held at such time as may be determined in the manner prescribed in the by-laws.

Section 3. All officers shall be elected by the Board of Directors in accordance with the by-laws at the regular annual meeting of the Board of Directors. The Board of Directors shall elect, from among the members, a President, Vice-President, Secretary, Treasurer and such other officers as they shall deem desirable, consistent with the corporate by-laws.

Section 4. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 4010 Canyon Lake Point, Lakeland, Florida 33813, and the name of the initial registered agent of the corporation to accept service of process within Florida at that address is James P. Quinn.

ARTICLE VII

The names of the officers who shall serve until the first election are as follows:

<u>NAME</u>	<u>TITLE</u>
James P. Quinn	President
Larry Libertore	Secretary/Treasurer
Travis L. Chambers	Vice President

ARTICLE VIII

The following persons shall constitute the first Board of Directors, and shall serve until the first election of the Board of Directors at the first regular annual meeting of the members:

<u>NAME</u>	<u>ADDRESS</u>
James P. Quinn	4010 Canyon Lake Point, Lakeland, Florida 33813
Larry Libertore	5 La Terraza, Lakeland, Florida 33813
Travis L. Chambers	9918 Balaye Run Drive, Unit 302, Tampa, Florida 33619

ARTICLE IX

The by-laws of this corporation may be altered, amended, or rescinded at any duly called meeting of the members, provided that the notice of meeting contains a full statement of the proposed amendment, a quorum is in attendance, and there be an

affirmative vote of seventy-five percent (75%) of the qualified voting members of the corporation.

ARTICLE X

Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alterations, amendment or rescission, shall be in writing filed by the members, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary will give to each voting member notice setting out the proposed alteration, amendment or rescission and the time of the meeting at which such proposal will be voted upon, and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and it shall be given in a manner provided in the by-laws. An affirmative vote of seventy-five percent (75%) of the qualified voting members of the corporation is required for the requested alteration, amendment or rescission.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles, either before, at, or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

Signed, sealed and delivered in the presence of:

Witness:



Witness:



JAMES P. QUINN, INCORPORATOR

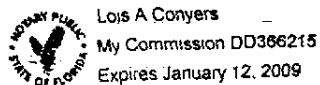
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take acknowledgments, JAMES P. QUINN, to me well known and known to me to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 15th day of May, 2006.

(NOTARIAL SEAL)

Lois A. Conyers
Notary Public
State of Florida at Large
My Commission Expires:

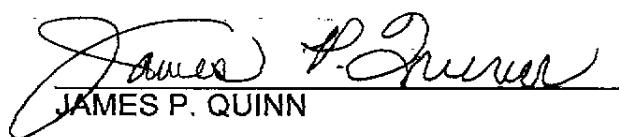


To: The Department of State
Tallahassee, Florida 32304

ACCEPTANCE OF DESIGNATED REGISTERED AGENT

Having been named in the Articles of Incorporation to accept service of process for the Towne Square II Phase Two Property Owners Association, Inc., at the place designated therein, 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, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: May 1, 2006.


JAMES P. QUINN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA