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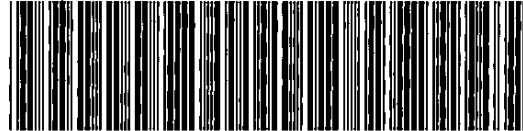
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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 099686 10234A

AUTHORIZATION

COST LIMIT : \$ 78.75

ORDER DATE : May 11, 2006

ORDER TIME : 10:07 AM

ORDER NO. : 099686-005

CUSTOMER NO: 10234A

DOMESTIC FILING

NAME: AMBER ACRES PROPERTY OWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX _____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP
_____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

Resubmit
Use original
submit date
as file date.

May 12, 2006

CSC

SUBJECT: AMBER ACRES PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: W06000022068

We have received your document for AMBER ACRES PROPERTY OWNERS ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 206A00033726

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
AMBER ACRES PROPERTY OWNERS
ASSOCIATION, INC.

(A not-for-profit corporation)

FILED
06 MAY 11 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby execute these Articles of Incorporation for the purpose of forming a non-profit corporation under Chapter 617 of the Florida Statutes in existence as of the date of execution of these Articles of Incorporation (the "Florida Not-For-Profit Corporation Act") and certify as follows:

ARTICLE I
NAME

The name of this corporation shall be AMBER ACRES PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association", and its duration shall be perpetual. The principal office and mailing address of the corporation is:
4422 Highway 441 N, Okeechobee, FL 34972

ARTICLE II
PURPOSES

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of Owners within AMBER ACRES and of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants Conditions, Restrictions and Easements for AMBER ACRES (the "Declaration") recorded or to be recorded in the office of the Clerk of the Circuit Court in and for Okeechobee County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members, the Owners, and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III
POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers: The Association shall have all of the powers of a corporation not-for-profit set forth in Sections 617 and 718, Florida Statutes and all common law powers which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers: The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To own and convey property;
- B. To sue and be sued;
- C. To operate and manage the Common Property, specifically the surface water management as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, in accordance with the purpose and intent contained in the Declaration;
- D. To make and enforce Assessments against Owners to defray the Common Expenses and to levy fines against Owners in accordance with the Declaration;
- E. To use the proceeds of Assessments in the exercise of its powers and duties;
- F. To reconstruct improvements upon the Property after casualty and to further improve the Property;
- G. To make and amend By-Laws for the Association and to establish rules and regulations affecting the Property;
- H. To pay all taxes and other assessments by any governmental authority which are liens against the Common Property;
- I. To enforce by legal means the provisions of the Declaration of these Articles, the By-Laws, the Declaration and the Rules and Regulations promulgated by the Association for the use of the Property;
- J. To contract for services to provide for operation and maintenance services, and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments and fines, preparation of records, and enforcement of rules and maintenance of the Common Property as more particularly described in the Declaration. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules and regulations, and the execution of contracts on behalf of the Association;
- K. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property.

Section 3. Funds and Title to Properties: All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

ARTICLE IV
MEMBERSHIP

All property owners in AMBER ACRES are members of the Association.

ARTICLE V
BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association.

Until relinquishment of control of the Association by Developer, as aforesaid, no director or officer need be an Owner; thereafter, all directors and officers must be Owners except such directors as are appointed by the Developer, as provided herein. The Developer shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. The number of directors constituting the initial board is three (3) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. After turnover of control of the Association, and so long as Developer owns property within AMBER ACRES, Developer shall have the right to appoint one (1) member of the Board of Directors commencing with the first annual meeting of the Members following turnover of control of the Association by Developer. The Directors shall be elected by the Members of the Association, except that Developer shall have the right to appoint one (1) member of the Board of Directors as provided above. The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steve Mitchum	4422 Hwy 441 North, Okeechobee, FL 34972
Grace Mitchum	4422 Hwy 441 North, Okeechobee, FL 34972
F. Alan Nelson	2092 SW 22 nd Circle, Okeechobee, FL 34974

ARTICLE VI
OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, however, Developer shall have the right to approve all of the officers elected. The initial officers shall consist of a President, Vice President, Secretary and Treasurer. The following persons shall serve as officers until the first election:

<u>NAME</u>	<u>TITLE</u>
Steve Mitchum	President
F. Alan Nelson	Vice President
Grace Mitchum	Secretary/Treasurer

ARTICLE VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director, officer and committee member of the Association shall be indemnified by the Association as provided in the Declaration.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of the Association is:

<u>NAME</u>	<u>ADDRESS</u>
Steve Mitchum	4422 Hwy 441 North, Okeechobee, FL 34972

ARTICLE IX
BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration, and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE X
AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not-For-Profit Corporation Act, provided however, that no such amendments shall conflict with the terms of the Declaration, or adversely affect the rights of Developer, without Developer's prior written approval; and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XI
DISSOLUTION

If the Association is dissolved the property consisting of the surface water management system will be conveyed to an appropriate agency of local government. If the conveyance is not accepted, then the surface water management system will be dedicated to a similar non-profit corporation.

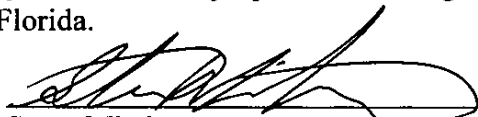
ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Steve Mitchum and the street address of the registered office of the Association shall be 4422 Hwy 441 North, Okeechobee, FL 34972. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

ARTICLE XII
NON-CONDOMINIUM

The Association is created pursuant to the Declaration and these Articles of Incorporation and is expressly not intended to be a condominium association and is not created in accordance with Florida Statutes, Chapter 718, in existence as of the date of execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 10th day of May, 2006, for the purpose of forming this non-profit corporation under the laws of the State of Florida.

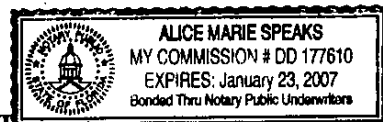


Steve Mitchum

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing Articles of Incorporation was acknowledged before me this 10th day of May, 2006, by Steve Mitchum, who [X] is personally known to me or [] has produced _____ as identification.

Alice Marie Speaks
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service process.

Steve Mitchum
Steve Mitchum

The foregoing Acceptance by Registered Agent was acknowledged before me this 10th day of May, 2006 by Steve Mitchum, who [X] is personally known to me or [] produced _____ as identification.

Alice Marie Speaks
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



06 MAY 11 AM 11:51

FILED