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May 31, 2006

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

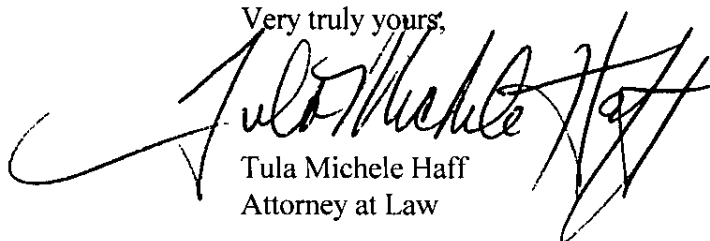
**RE: Articles of Incorporation of
LAKE ROCHELLE ESTATES HOMEOWNERS ASSOCIATION, INC.
Our File No.: 12433**

Dear Secretary of State:

Attached you will find an original and one (1) copy of the Articles of Incorporation, and Designation of Registered Agent to be filed with your office. Also enclosed you will find our firm's checks in the amount of \$70.00 to cover the filing fee and \$8.75 for certified copies for these documents. Please file the Articles of Incorporation and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,



Tula Michele Haff
Attorney at Law

TMH/krm
Enclosures

xc: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LAKE ROCHELLE ESTATES HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of "Florida Not for Profit Corporation Act", the undersigned, all of whom are residents of Polk County, Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is **Lake Rochelle Estates Homeowners Association, Inc.** hereafter called the "Association".

ARTICLE II

LOCATION

The principal office of the Association is located at **2629 Waverly Barn Road, Davenport, Florida 33897**

ARTICLE III

REGISTERED AGENT

J. J. Brenning, whose address is **2629 Waverley Barn Road, Suite 138, Davenport, Florida 33897**, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Part of Lots 1, 2 and 3 of FRED W. INMAN'S SUBDIVISION of the Northeast quarter of Section 9, Township 28 South, Range 26 East, as shown in Plat Book 1, Page 37A of the Public Records of Polk County, Florida, described as: Beginning at the intersection of the West boundary of Lot 3, above described, with the Northerly right of way boundary of State Road #544, as not located, same being a curve concave to the Southerly, having a radius of 1266.2248 feet; run thence Easterly, along said curve and Northerly right of way boundary, through a central angle of 31°47'06", for a chord-bearing of N73°51'14"E, a chord distance of 693.4691 feet; thence run N89°44'47"E, a distance of 908 feet, more or less, to the waters of Lake Rochelle; thence run Westerly, Northerly, Westerly, Southerly, Southwesterly and Westerly, along said waters, to their intersection with a line bearing N01°01'35"W, from the Point of Beginning; thence run distance of 980 feet, more or less to, the said Point of Beginning; Containing 18.3 gross acres, more or less, or 16.8 net usable acres, more or less. Subject to easements and/or rights of way as of record and/or in use.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of Courts of Polk County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association,

including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

(h) operate and maintain all Common Areas, meaning all platted subdivision roads, and easements together with the boundary walls located on a portion thereof, and the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances;

(i) establish rules and regulations to govern conduct of members of the Association and furtherance of the principles and purposes contained in these Articles of Incorporation and consistent with the purposes of the Declaration of Covenants, Conditions and Restrictions;

(j) impose assessments against members of the Association and to enforce said assessments as set forth in the Declaration of Covenants, Conditions and Restrictions governing the subdivision.

(k) the Association shall have the power to sue and to be sued;

(l) the Association shall have the power to contract for services to provide for operation and maintenance of the Common Areas if the Association shall employ a maintenance company;

(m) require all the homeowners, lot owners, property owners, or unit owners to be members of the Association as a condition to ownership of property within the subdivision.

ARTICLE V

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, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be Owners, with the exception of the Declarant, 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 Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 2007

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3), no more than nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
J. J. Brenning	2629 Waverly Barn Road, Suite 138, Davenport, FL 33897
David Phelps	2629 Waverly Barn Road, Suite 138, Davenport, FL 33897
Thomas Phelps, Sr.	2629 Waverly Barn Road, Suite 138, Davenport, FL 33897

At the first annual meeting the members shall elect one-third of the directors for a term of one year, one-third of the directors for a term of two years and one-third of the directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a 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. 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.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation effectively dated this 11th day of January, 2005.



J. J. Brenning

David Phelps

Thomas Phelps, Sr.

**CERTIFICATE DESIGNATING (OR CHANGING) 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, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That **Lake Rochelle Estates Homeowners Association, Inc.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 2629 Waverly Barn Road, Suite 138, Davenport, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at 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.


J. J. Brenning

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TALLAHASSEE, FLORIDA