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FLORIDA PROFIT/NON PROFIT CORPORATION

Richmond Square Phase II of Winterset Homeowners' As

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FLOYD AND SAMMONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Richmond Square Phase II of Winterset Homeowners' Association, Inc.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: **Richmond Square Phase II of Winterset Homeowners' Association, Inc.**

ARTICLE II. CORPORATE PURPOSE AND MEMBERS OF THE CORPORATION

Purpose of Corporation. The purpose of the corporation is to act as the association for Richmond Square Phase II, a subdivision located in Polk County, Florida.

This instrument prepared by:
Robert O. Sammons, Esq.
1556 Sixth Street SE
Winter Haven FL 33880
(863) 293-3801
Florida Bar # 282952

Membership in Association. Every Owner of a Lot in the subdivision shall be a

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Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment. Each owner of a lot shall be entitled to vote on the affairs of the Association. The Association shall have two classes of voting members as follows:

Class A. Class A Members shall be all Owners with the exception of Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in a given Lot, all such persons shall be Members and the vote for such Lot shall be exercised as they may determine among themselves. 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 Declarant, who shall be entitled to exercise three (3) votes for each Lot. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, but no later than October 1, 2006. The Class B membership shall also cease and be converted to Class A membership at any time if the holder of Class B membership records a certificate in the Public Records of Polk County stating that the holder has irrevocably waived the rights to Class B membership. The Class B member can also record an addendum to the Declaration at any time without joinder by any other Member setting a date sooner than October 1, 2006 by which the Class B membership shall automatically convert to Class A Membership if it has not otherwise been converted before that date.

Non-Payment of Charges and Assessments. Any Member who is delinquent in the payment of any charges duly levied by the Association against the Lot shall not be entitled to a vote until all such charges together with such reasonable penalties as the board of

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directors of the Association may impose have been paid.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. If the corporation is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If the appropriate agency does not agree to accept the conveyance, the surface water management system shall be conveyed or dedicated to a nonprofit corporation with similar purposes.

ARTICLE IV. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation in the State of Florida is 6356 Cypress Gardens Boulevard, Winter Haven FL 33884. The mailing address of the Corporation shall be 6356 Cypress Gardens Boulevard, Winter Haven FL 33884. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1556 6th Street SE, Winter Haven FL 33880, and the name of the corporation's initial registered agent at that address is Robert O. Sammons. The Board

of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws. The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Robert E. Cameron, Jr.	6356 Cypress Gardens Boulevard, Winter Haven FL 33884
Cathy Cameron	6356 Cypress Gardens Boulevard, Winter Haven FL 33884
Amanda Gullen	6356 Cypress Gardens Boulevard, Winter Haven FL 33884

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified. Directors shall be elected by a vote of the members of the corporation as provided in the bylaws of the corporation.

ARTICLE VII. CORPORATE POWERS

The corporation shall have the following powers:

1. The corporation shall have all of the powers of a corporation not for profit in the state of Florida and all powers necessary to fulfill its duties and powers under the declaration of restrictions for Richmond Square Subdivision. These powers shall include, but not be limited to the following:

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- A. Own and convey property.
- 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.
- 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 Corporation contemplates employing a maintenance company.
- G. Require all homeowners in the subdivision to be members.
- H. Take any other action necessary for the purposes for which the corporation is organized.

ARTICLE VIII. AMENDMENT AND ANNEXATION

These articles may be amended by the affirmative vote of at least 2/3s of the Lot Owners. Class B members shall be limited to one vote per Lot for the purpose of a vote to Amend these articles. Annexation of additional property into the Subdivision, mergers, consolidations, mortgaging of Common Area, dissolution, or amendments to these articles shall require the prior approval of HUD/VA as long as there is a Class B membership.

ARTICLE IX. INCORPORATOR

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The name and street address of the incorporator to these Articles of
Incorporation is:

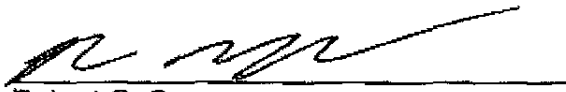
Name

Address

Robert O. Sammons

1556 6th Street SE, Winter Haven FL 33880

Executed this 30 day of June, 2006.


A handwritten signature in black ink, appearing to read 'R. Sammons', is written over a horizontal line.

Robert O. Sammons,
Incorporator

**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, Florida Statutes, the following is submitted,
in compliance with said Act:

That Richmond Square Phase II of Winterset Homeowners' Association, Inc.,
desiring to organize under the laws of the State of Florida, with its principal office and its
registered office, as indicated in the Articles of Incorporation, at 6356 Cypress Gardens
Boulevard, Winter Haven FL 33884, has named, Robert O. Sammons at 1556 6th Street
SE, Winter Haven FL 33880, Polk County, Florida, as its agent to accept service of
process within this state.


Robert O. Sammons
Incorporator

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 provision of said act relative to keeping open said office. I am familiar
with, and accept, the obligations of that position.


Robert O. Sammons
Registered Agent

This instrument prepared by:
Robert O. Sammons, Esq.
1556 Sixth Street SE
Winter Haven FL 33880
(863) 293-3801
Florida Bar # 282952

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