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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**CARILLON PLACE PROPERTY OWNERS ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION  
OF  
CARILLON PLACE PROPERTY OWNERS ASSOCIATION, INC.

The undersigned Incorporator hereby files these Articles of Incorporation for the purpose of forming a not for profit corporation under the provisions of Chapter 617 and Chapter 720, Florida Statutes.

ARTICLE I

NAME

The name of this Corporation shall be **CARILLON PLACE PROPERTY OWNERS ASSOCIATION, INC.** (the "Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 146 Horizon Court, Lakeland, Florida 33813.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Association shall be located at 146 Horizon Court, Lakeland, Florida 33813 and the initial registered agent of the Association shall be Arthur H. Erickson. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members (the "**Members**"). The specific purposes for which the Association is formed are to provide for maintenance, preservation and architectural control of the property submitted in its jurisdiction (the "**Property**") pursuant to the Declaration, as that term is defined hereinafter, and for all other social and community related purposes benefiting the Members, including, but not limited to the following.

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1. To exercise all of the powers, enforcement rights 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 for **CARILLON PLACE** (the "**Declaration**") applicable to the Property and recorded in the public records of Polk County, Florida, as the same may be amended from time to time;

2. To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes and governmental charges levied or imposed against property of the Association;

3. To 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;

4. To borrow money, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property; and

6. To have and to exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida by law may now or hereafter have or exercise.

#### ARTICLE V

#### SOUTHWEST FLORIDA WATER MANAGEMENT DISTRICT PROVISIONS

The Association has the power to operate and maintain the surface water management system facilities within the Property, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

The Association shall exist in perpetuity; however, if the Association is dissolved, the control or right of access to the Property containing the surface water management system facilities for the Property shall be conveyed or dedicated to an appropriate governmental unit or public utility and that is not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

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## ARTICLE VI

### MEMBERSHIP

Carillon Lakes, LLC (the "**Declarant**") and every person or entity who is a record owner of an interest in any Lot or portion of the Property which is subject to the Declaration and 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 or portion of the Property.

## ARTICLE VII

### VOTING RIGHTS

The Association shall have two classes of voting membership:

1. **Class A.** Class A Members shall be all Owners, other than the Declarant. Class A Members shall be allocated one vote for each Lot in which they hold the interest required for membership pursuant to the Declaration.

2. **Class B.** The Class B Member shall be the Declarant, or its specifically designated (in writing) successor. The Class B Member shall be allocated a number of votes equal to three times the total number of Class A votes at any time; provided, that the Class B membership shall cease and become converted to Class A membership on the happening of the following events, whichever occurs earlier.

a. Upon voluntary conversion to Class A membership by Declarant.

b. Three months after ninety percent (90%) of the maximum number of improved Lots allowed for the Property or contemplated by the Developer to be subjected to the Declaration (as amended and supplemented from time to time) have been conveyed to Owners other than the Declarant.

## ARTICLE VIII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three directors, selected in accordance with the By-Laws. The number of directors

may be either increased or diminished from time to time as provided in the By-Laws. The name and street address of the initial directors of this Association are:

<u>Name</u>	<u>Address</u>
Arthur H. Erickson	146 Horizon Court Lakeland, Florida 33813
Robert J. Salzman	146 Horizon Court Lakeland, Florida 33813
Thomas H. Eleazer	146 Horizon Court Lakeland, Florida 33813

#### ARTICLE IX

##### DISSOLUTION

The Association may be dissolved with the written assent signed by not less than two-thirds (2/3) of all Members, or as otherwise provided by law. 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. If acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE X

##### EFFECTIVE DATE AND DURATION OF CORPORATE EXISTENCE

This Association shall have an effective date as of its date of filing with the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE XI

##### AMENDMENT

Amendments shall require the assent of a majority of the directors.

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ARTICLE XII

INCORPORATOR

The name and street address of the person signing these Articles as Incorporator are:

Arthur H. Erickson  
146 Horizon Court  
Lakeland, Florida 33813.

ARTICLE XIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board.

ARTICLE XIV

INDEMNIFICATION

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

Dated: January 2, 2007

  
\_\_\_\_\_  
ARTHUR H. ERICKSON, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**CARILLON PLACE PROPERTY OWNERS ASSOCIATION, INC.**, under the laws of the State of Florida with its registered office at 146 Horizon Court, Lakeland, Florida 33813, has named and designated Arthur H. Erickson as its Registered Agent to accept service of process within the State of Florida.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

**HAVING BEEN NAMED** to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated: January 2, 2007

**CARILLON PLACE PROPERTY OWNERS  
ASSOCIATION, INC.,  
A Florida Corporation**

By: \_\_\_\_\_

Arthur H. Erickson,  
As its Director

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TALLAHASSEE  
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