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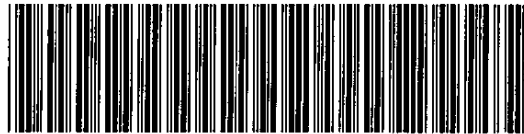
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TALLAHASSEE, FLORIDA

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PETERSON & MYERS, P.A.
ATTORNEYS AT LAW • SINCE 1948

WINTER HAVEN
(863) 294-3360
FAX (863) 299-5498

P.O. BOX 1079
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LAKE WALES, FLORIDA 33853
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LAKELAND
(863) 683-6511 OR (863) 676-6934
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October 18, 2007

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

Re: Havendale Shoppes and Offices Owners Association, Inc.

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$78.75 representing payment of the following fees:

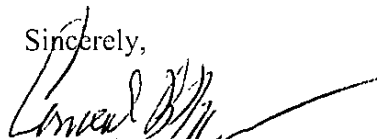
- File Articles of Incorporation - \$35.00
- Registered Agent Fee - \$35.00
- Certified Copy Fee - \$ 8.75 (for first 8 pages - \$1/page thereafter)

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Corneal B. Myers, Esquire
Peterson & Myers, P.A.
Post Office Box 1079
Lake Wales, Florida 33859-1079

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,


Corneal B. Myers

CBM/dw

Enclosures

xc: Mike Nolen without enclosures

J. HARDIN PETERSON, SR.
(1894-1978)

MICHAEL W. CREWS
(1941-1991)

M. DAVID ALEXANDER, III
JOHN B. ALLEN
PHILIP O. ALLEN
BRENDA L. APPLIEDORN
KEVIN A. ASHLEY
JACK P. BRANDON
JOSHUA K. BROWN
PHILIP H. BUSH

DEBRA L. CLINE
CLINTON A. CURTIS
JACOB C. DYKXHOORN
DAVID G. FISHER
MICHAEL T. GALLAHER
JOHN R. GRIFFITH
DAVID E. GRISHAM
JONN D. HOPPE

DENNIS P. JOHNSON
TIMOTHY E. KILEY
KEVIN C. KNOWLTON
ALEXANDER F. KOSKEY, III
DOUGLAS A. LOCKWOOD, III
BRIAN K. MATHIS
WILLIAM M. MIDYETTE, III
CORNEAL B. MYERS

E. BLAKE PAUL
ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
THEODORE W. WEEKS, IV

KERRY M. WILSON
RYAN W. ZIKA
THOMAS E. BAYNES, JR.
OF COUNSEL



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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
HAVENDALE SHOPPES AND OFFICES OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is HAVENDALE SHOPPES AND OFFICES OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 290 Cypress Gardens Blvd., Winter Haven, Florida 33880, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be J. MICHAEL NOLEN, SR., 290 Cypress Gardens Blvd., Winter Haven, Florida 33880

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members.

The specific purposes for which it is formed are to promote the health, safety, and general welfare of the owners and property within all tracts of Havendale Shoppes and Offices Owners Association, Inc., herein called the "Association", described in those certain Membership Agreements now or hereafter recorded among the Public Records of Polk County, Florida, and any amendments or modifications thereof, herein collectively called the "Declaration", relating to the Properties and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the improvement, maintenance, and control of the various tracts and parcels within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, and without limitation, this Association is empowered to:

- (1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;
- (2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith

and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

- (3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association; provided, however, any conveyance of all or any portion of the Common Area shall require approval of two-thirds (2/3) vote of each class of members;
- (4) borrow money, and upon two-thirds (2/3) vote 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;
- (5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;
- (6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;
- (7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;
- (8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;
- (9) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;
- (10) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and
- (11) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.
- (12) to comply with the terms and meet the obligations of those certain Membership Agreements concerning Havendale Shoppes and Offices Owners Association, Inc., as recorded in the Public Records of Polk County, Florida, from time to time.
- (13) In the event the Properties have on site wetland mitigation as defined in the regulations

which requires monitoring and maintenance, the Association shall include in its budget an appropriate allocation of funds for monitoring and maintenance of the wetland mitigation area(s) each year until the Southwest Florida Water Management District ("SWFMD") determines that the area(s) is successful in accordance with the Environmental Resource Permit.

- (14) The purposes of the Association shall further include the right and obligation to operate, maintain and repair the Common Area, and any improvements thereon, including, but not limited to any Surface Water Management System ("SWMS") as herein after defined, 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, and/or related appurtenances which may be located within the Properties.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

- A. This Association shall be a membership corporation, without certificates of shares of stock. The Association may have more than one classes of membership, with different voting rights among such classes and members, as designated in the Declaration and the Bylaws of the Association.
- B. Qualification for, admission to, and membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.
- C. Voting rights of the various classes of membership shall be regulated by the Declaration and the Bylaws of the Association.
- D. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of five (5) directors, and thereafter shall consist of not less than three (3) nor more than nine (9) directors. Directors shall be members of the Association; provided, however, that so long as Class B membership shall exist, directors need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

NAME

J. Michael Nolen, Sr.

ADDRESS

P.O. Box 1439
Winter Haven, FL 33882

John P. Adams

7 Peachtree Ln SE
Winter Haven, FL 33884

Ann Adams

7 Peachtree Ln SE
Winter Haven, FL 33884

J. Michael Nolen, Jr.

P.O. Box 1439
Winter Haven, FL 33882

Dan Adams

2500 Dundee Road
Winter Haven, FL 33884

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect five (5) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified. So long as Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B member, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Class B member.

ARTICLE VII - OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
J. Michael Nolen, Sr.	President	P.O. Box 1439 Winter Haven, FL 33882
John P. Adams	Vice -President	7 Peachtree Ln SE Winter Haven, FL 33884
Ann Adams	Vice-President	7 Peachtree Ln SE Winter Haven, FL 33884

J. Michael Nolen, Jr.	Secretary	P.O. Box 1439 Winter Haven, FL 33882
Dan Adams	Treasurer	2500 Dundee Road Winter Haven, FL 33884

ARTICLE VIII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. Michael Nolen, Sr.	P. O. Box 1439 Winter Haven, FL 33882

ARTICLE IX - DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENT OF ARTICLES

- A. These Articles of Incorporation may be amended, from time to time, as follows:
- (1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
 - (2) A resolution for the adoption of a proposed amendment may be proposed

either by the Board of Directors or by not less than one-third (1/3) of the voting members of the Association.

(3) Except as elsewhere provided, an amendment shall be adopted if approved either:

(a) by not less than two-thirds (2/3) of the entire membership of the Board of Directors and also by not less than sixty-seven percent (67%) of the votes of the voting members duly qualified to vote; or

(b) by not less than seventy-five percent (75%) of the vote of the voting members duly qualified to vote, regardless of approval of the Board of Directors.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon Lots.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Polk County, Florida.

ARTICLE XII - INDEMNIFICATION


Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of

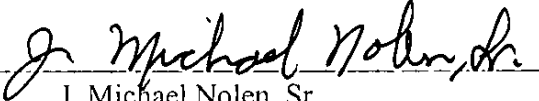
the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this ~~18th~~ day of OCTOBER, 2007.


J. Michael Nolen, Sr.
Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HAVENDALE SHOPPES AND OFFICES OWNERS ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 10th day of OCTOBER, 2007.


J. Michael Nolen, Sr.
Registered Agent

Principal Corporation Office:

290 Cypress Gardens Blvd.
Winter Haven, Florida, 33880

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2007 OCT 22 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA