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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Polo Groves Property Owner's Association, Inc.

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January 7, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GRAY ROBINSON, P.A. - ORLANDO

SUBJECT: POLO GROVES PROPERTY OWNER'S ASSOCIATION, INC.
REF: W08000000736

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ARTICLES OF INCORPORATION

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OF

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**POLO GROVES PROPERTY OWNER'S ASSOCIATION, INC.,
a not for profit corporation**

The undersigned subscribers, all of whom are above the age of 18 years and competent to contract, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and do hereby agree and certify as follows:

ARTICLE I - NAME

The name of this Association shall be Polo Groves Property Owner's Association, Inc. (the "Association")

ARTICLE II - PURPOSE

The 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 and preservation of the Parcels and Common Area of Polo Groves (the "Center"), to be established by **POLO WEST 192, LLC**, a Florida limited liability company (hereinafter called "Developer") upon the following described property, situated, lying and being in Polk County, Florida:

See **Exhibit "A"** attached hereto and made a part hereof,

and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of said common areas and in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the Declaration of Easements, Covenants and Restrictions (the "Declaration"), which will be recorded in the Public Records of Polk County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Area. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III - POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Association is chartered; and all of the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.

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B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

1. To make and establish reasonable rules and regulations governing the use of each Parcel and Common Area in accordance with the terms as may be defined in the Declaration.

2. To levy and collect assessments against members of the Association to defray the common expenses of the maintenance and operation of the Common Area as may be provided in the Declaration and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the Common Area and in accomplishing the purposes set forth in the Declaration.

3. To maintain, repair, replace, operate and manage the Common Area of this Center and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

4. To enforce the provisions of the Declaration and these Articles, the Bylaws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Common Area as the same may be hereafter established.

5. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

6. 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.

7. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes.

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

9. To sue and be sued in a court of law.

10. To 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.

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ARTICLE IV - MEMBERS

The qualification of the members, the manner of their admission to membership, termination of such membership, and voting by members shall be as follows:

A. The Developer and the owners of any Parcel in the Center shall be members of the Association, and no other persons or entities shall be entitled to membership. Membership is appurtenant to, and inseparable from, ownership of a Parcel.

B. Membership shall be established by the acquisition of fee title to a Parcel in the Center or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated upon his or her being divested of all title to or his or her entire fee ownership interest in any Parcel, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Parcels, so long as such party shall retain title to or a fee ownership interest in any Parcel.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her Parcel. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration and in the Bylaws.

D. The Association shall have two classes of voting membership:

1. CLASS A. Class A members shall be all Parcel owners, with the exception of the Developer, and shall be entitled to one (1) vote for each full one hundred (100) square feet of land in Owners' Parcel. 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.

2. CLASS B. Class B member shall be the Developer (as defined in the Declaration), who shall be entitled to fifty (50) votes for each full one hundred (100) square feet of land in Developer's Parcel. The Class B membership shall cease and be converted to Class A membership ("Turnover Date") on the happening of any of the following events, whichever occurs earlier:

(a) upon voluntary conversion to Class A membership by Developer; or

(b) when the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or

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- (b) December 31, 2015; or
- (c) when Developer no longer owns any portion of a Parcel.

ARTICLE V - TERM

Existence of the Association shall commence with the filing of these Articles with the Florida Secretary of State. The Association shall exist in perpetuity. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management systems must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code ("F.A.C."), and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation. Any other assets will be dedicated to a public body, or conveyed to a non-profit organization of similar purposes.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the Association shall be located initially at 5728 Major Blvd., Suite 174, Orlando, FL 32819 but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Association shall be located at 5728 Major blvd., Suite 174, Orlando, FL 32819, and the initial registered agent of the Association shall be Mohamed Diab. 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. The registered agent for the Association shall maintain copies of all permits issued by St. Johns River Water Management District for the benefit of the Association, so long as such copies are provided to the registered agent by the Association.

ARTICLE VIII - DIRECTORS

The affairs of the Association shall be managed by the Board of Directors. The number of members of the first Board of Directors of the Association shall be one (1). The number of members of succeeding boards of directors shall be three (3) except as changed from time to time by the Bylaws of the Association. The members of the Board of Directors shall be elected as provided by the Bylaws of the Association, which provide for election of directors at the annual meeting to be held on the second Tuesday of January of each year. The first annual meeting shall be held on or before January 31,

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2009. The Board of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of this Association.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws of this Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Common Area and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a Director of the Association.

	Name:	Address:
President,	Mohamed Diab	5728 Major Blvd, Suite 174 Orlando, FL 32819
and Secretary	Mohamed Diab	5728 Major Blvd., Suite 174 Orlando, FL 32819

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ARTICLE X - SUBSCRIBERS

The subscribers to these Articles of Incorporation are:

Name:

Address:

Mohamed Diab

5728 Major Blvd., Suite 174
Orlando, FL 32819

ARTICLE XI - BYLAWS

The original Bylaws of the Association shall be adopted by the Board of Directors and thereafter, such Bylaws may be altered or rescinded by the Board in such manner as said Bylaws may provide.

ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she 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, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided, however, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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 - DISSOLUTION

The Association shall exist in perpetuity; provided, however, if the Association is dissolved, the assets and property of the Association, including the surface water management system, shall be conveyed to an appropriate agency of local government. In the event that such conveyance or dedication is refused, the assets and property of the Association, including the surface water management system, shall be conveyed or dedicated to a similar nonprofit corporation, association or other organization to be devoted to such similar purposes. In any event, the Association may only be dissolved with the assent given in writing and signed by not less than the representatives of seventy five percent (75%) of each class of Members.

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In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XIV - COMMENCEMENT AND DURATION OF CORPORATE
EXISTENCE**

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE XV - AMENDMENTS

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, provided that it is approved by sixty percent (60%) of each class of Members.

ARTICLE XVI - DEFINITIONS

Capitalized terms contained herein shall have the definitions and meanings set forth in the Declaration.

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IN WITNESS WHEREOF, the undersigned do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 27 day of December, 2007.

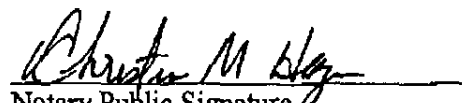
By:

Name: Mohamed Diab
Address: 5728 Major Blvd., Suite 174
Orlando, Florida 32819

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of December, 2007, by Mohamed Diab who is personally known to me, or who produced _____ as identification.

(NOTARY SEAL)


Notary Public Signature
Print Name: Christine M Hazen
My commission expires:



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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:

POLO GROVES PROPERTY OWNER'S ASSOCIATION, INC., a not for profit corporation, desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at 5728 Major Boulevard, Orlando, Suite 174, Florida 32819, has named and designated Mohammed Diab as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Association, 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 this 27th day of December, 2007.



Mohamed Diab, Registered Agent

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EXHIBIT "A"

Legal Description

THE NORTHEAST 1/4 OF THE NORTHWEST 1/4 OF SECTION 1, TOWNSHIP 25 SOUTH, RANGE 26 EAST, POLK COUNTY, FLORIDA, LESS THE NORTH 300 FEET OF THE WEST 700 FEET THEREOF, AND ALSO LESS THE SOUTH 341.69 FEET OF THE NORTH 641.69 FEET OF THE WEST 500 FEET THEREOF, AND ALSO LESS THE SOUTH 100 FEET OF THE EAST 100 FEET THEREOF, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NE CORNER OF THE NE 1/4 OF NW 1/4, OF SECTION 1, TOWNSHIP 25 SOUTH, RANGE 26 EAST, POLK COUNTY, FLORIDA, THENCE RUN S 00 DEG. 11'48" E ALONG THE EAST LINE OF SAID NE 1/4 OF NW 1/4, A DISTANCE OF 1227.82 FEET; THENCE RUN S 89 DEG. 37'17" E, A DISTANCE OF 100.00 FEET; THENCE RUN S 00 DEG. 11'47" E, A DISTANCE OF 100.00 FEET TO THE SOUTH LINE OF SAID NE 1/4 OF NW 1/4; THENCE RUN S 89 DEG. 37'17" W ALONG SAID SOUTH LINE, A DISTANCE OF 1224.33 FEET TO THE SW CORNER OF SAID NE 1/4 OF NW 1/4; THENCE RUN N 00 DEG. 20'21" W ALONG THE WEST LINE OF SAID NE 1/4 OF NW 1/4, A DISTANCE OF 688.66 FEET; THENCE RUN N 89 DEG. 38'40" E ALONG THE SOUTH LINE OF THE NORTH 641.69 FEET OF THE SAID NE 1/4 OF NW 1/4, A DISTANCE OF 500.00 FEET; THENCE RUN N 00 DEG. 20'18" W ALONG THE EAST LINE OF THE WEST 500 FEET OF THE SAID NE 1/4 OF NW 1/4, A DISTANCE OF 341.69 FEET; THENCE RUN N 89 DEG. 38'40" E ALONG THE SOUTH LINE OF THE NORTH 300 FEET OF THE SAID NE 1/4 OF NW 1/4, A DISTANCE OF 200.00 FEET; THENCE RUN N 00 DEG. 20'19" W ALONG THE EAST LINE OF THE WEST 700 FEET OF THE SAID NE 1/4 OF THE NW 1/4, A DISTANCE OF 300.00 FEET TO THE NORTH LINE OF THE SAID NE 1/4 OF NW 1/4, AND THE SOUTH R/W LINE OF US HWY. 192; THENCE RUN N 89 DEG. 38'40" E ALONG THE SAID NORTH LINE OF SAID NE 1/4 OF NW 1/4, A DISTANCE OF 627.62 FEET TO THE POINT OF BEGINNING.

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