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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

COVER LETTER

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

SUBJECT: Polk Landing Owners Association, Inc.

(**PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Edmund J. Waldron
Name (Printed or typed)

2901 South Ridgewood Avenue
Address

South Daytona, Florida 32119
City, State & Zip

386-767-4575
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
POLK LANDING OWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation.

ARTICLE I.

NAME

The name of this corporation shall be POLK LANDING OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II.

PURPOSE

The purposes and object of the Association shall be to undertake and perform all acts and duties incident to the operation and management of the business of the Association in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration of Declaration Of Covenants, Conditions And Restrictions (the "Declaration") which will be recorded in the public records of Polk County, Florida.

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 laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the common property and Association Property, as such terms will be defined in the Declaration.
2. Own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the common property and Association Property.

3. To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all members.
4. Levy and collect assessments against members of the Association to defray the Common Expenses of the common property and Association Property, as will be provided in the Declaration and the Bylaws, including, without limitation, the right to levy and collect adequate assessments for the cost of maintenance and operation of the surface water or stormwater management system, the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the common property and Association Property, as such term is defined in the Declaration, including Units, which may be necessary or convenient in the operation and management of the common property and Association Property and in accomplishing the purposes set forth in the Declaration.
5. Maintain, repair, replace, operate and manage the common property and Association Property, and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to the common property and Association Property and other property owned by the Association.
6. Contract for the management of the common property and Association Property and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws, and the laws of the State of Florida.
7. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all Rules and Regulations and Covenants and Restrictions governing use of the common property and Association Property which may hereafter be established.
8. Operate, maintain and manage the surface water or storm water management systems in a manner consistent with the South Florida Water Management District ("District") Permit No. 43031438.000 requirements and applicable District rules, and shall assist in the enforcement of the provisions in the Declaration which relate to the surface water or stormwater management system.

ARTICLE IV.

QUALIFICATION OF MEMBERS

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

A. The owners of any Parcel ("Parcel") as defined in the Declaration shall be members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.

B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Parcel. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Parcel.

C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded warranty deed for the Parcel.

D. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Parcel, or the Parcel is owned by more than one person, the Parcel owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the Bylaws or the Declaration.

E. Except as an appurtenance to his Parcel, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. 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 the Bylaws hereof.

ARTICLE V.

VOTING

A. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each individual property in the Association. Such vote may be exercised or cast by the owner or owners of each Parcel in such manner as may be provided in the Bylaws of this Association. Should any Member own more than one Parcel, such Member shall be entitled to exercise or cast one vote for each such Parcel, in the manner provided for in the Bylaws.

B. Until such time as the first Parcel is conveyed by deed, and recorded in the public records of Polk County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE VI.

TERM OF EXISTENCE

Existence of the Association shall commence with the filing of these Articles with the Secretary of State, State of Florida. The Association shall have perpetual existence.

ARTICLE VII.

OFFICE

The principal office of the Association shall be 1053 Maitland Center Commons Boulevard, Suite 200, Maitland, Florida 32751, or such other place as the Board of Directors may designate.

ARTICLE VIII.

BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three.

B. Subject to the Declaration, the Board of Directors shall be elected by the members of the Association from among the membership at the annual membership meeting as provided in the Bylaws:

1. The Developer is entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of all of the Parcels as defined in the Declaration.
2. The names and residence addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

Director

Address

John T. Callahan III

1 Buttercup Lane
South Yarmouth, Massachusetts 02664

Berry J. Walker, Jr.

1053 Maitland Center Commons Blvd.
Maitland, Florida 32751

Edmund J. Waldron

125 Ann Rustin Drive
Ormond Beach, Florida 32176

ARTICLE IX.

OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the common property and Association property and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Officer</u>	<u>Name</u>
President	John T. Callahan III
Vice President	Berry J. Walker, Jr.
Secretary/Treasurer	Edmund J. Waldron

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

ARTICLE X.

AMENDMENT TO ARTICLES

A. For so long as the Developer is entitled to elect a majority of the members of the Board of Directors, the Articles can be amended upon adoption of a resolution by a majority of the members of the Board of Directors at a meeting of the Board of Directors.

B. After the Parcel owners are entitled to elect a majority of the members of the Board of Directors, an amendment to the Articles shall be proposed by the Board of Directors

after adopting a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment shall be given to each member entitled to vote at such meeting in accordance with the bylaws. The proposed amendment shall be adopted upon receiving at least Sixty Six and two thirds percent (66 and-2/3%) of the votes which members present at such meeting or represented by proxy are entitled to cast; or

If there are no members or if members are not entitled to vote on proposed amendments to the articles of incorporation, an amendment may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

C. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE XI.

BYLAWS

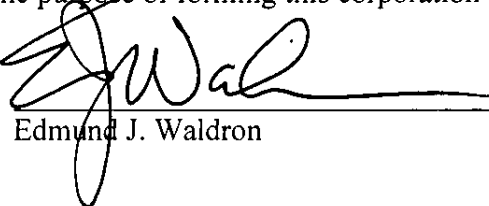
A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association which shall be subject to amendment in accordance with the procedures set forth in the Bylaws.

ARTICLE XII.

DISSOLUTION

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, F.A.C., and be approved by the District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporator has hereunto set its hand and seal this 6th day of August, 2008, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Edmund J. Waldron

STATE OF FLORIDA

COUNTY OF VOLUSIA

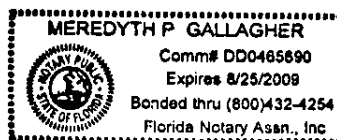
The foregoing Articles of Incorporation were acknowledged before me this 6th day of August, 2008 by Edmund J. Waldron, who is personally known to me.

Meredyth P. Gallagher
Notary Public, State of Florida

Name:

My Commission Expires: 8-25-2009

My Commission Number is: DD0465690

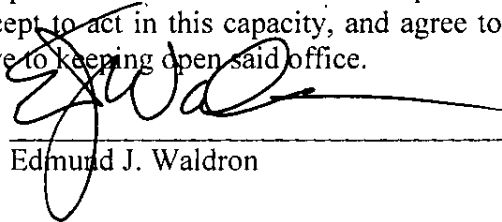


**CERTIFICATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That POLK LANDING OWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1053 Maitland Center Commons Boulevard, Suite 200, Maitland, Florida 32751, State of Florida, has named Edmund J. Waldron, as its agent to accept service of process within this state.

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 provisions of said Florida Statute relative to keeping open said office.



Edmund J. Waldron

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA