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October 14, 2010

VIA HAND DELIVERY

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Clark Lake South Association, Inc.
and
Clark Lake North Association, Inc.
Our File No. 4180468-8

To Whom It May Concern:

Enclosed for filing, please find an original and one copy of **ARTICLES OF INCORPORATION** for the following two corporations:

1. **Clark Lake South Association, Inc.**
2. **Clark Lake North Association, Inc.**

Please **FILE THE ORIGINALS AND ISSUE A CERTIFIED COPY** of each set of Articles. This firm's check in the amount of **\$157.50** is enclosed. Additionally, please **DATE STAMP** the attached copy of this letter and call me when the certified copies are ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,

Mari-Jo Lewis-Wilkinson
Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures
243928 vl

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ARTICLES OF INCORPORATION

2010 OCT 15 AM 7:53

OF

CLARK LAKE SOUTH ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation for the purpose of forming a corporation not-for-profit, pursuant to Chapter 617 of the Florida Statutes, does hereby adopt the following Articles for such corporation:

ARTICLE I. NAME

The name of the corporation is Clark Lake South Association, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Lake Association is located at 201 West Christina Boulevard, Lakeland, Florida 33813. The Board of Directors of the Lake Association may change the location of the principal office of said Lake Association from time to time.

ARTICLE III. REGISTERED AGENT

Barbara L. Hoffman, whose address is 201 West Christina Boulevard, Lakeland, Florida 33813, is hereby appointed the initial registered agent of this Lake Association.

ARTICLE IV. DEFINITIONS

"Articles" shall mean these Articles of Incorporation.

"Declarant" shall mean, Regal Development of Polk County, Inc., a Florida corporation, its successors and assigns.

"Declaration" shall mean the Declaration of Covenants and Easements for Clark Lake South Association, Inc. recorded in the Public Records of Polk County, Florida, to which a certified copy of these Articles of Incorporation are attached as Exhibit "B".

"Directors" shall mean the members of the Board of Directors of Clark Lake South Association, Inc. and their successors in office duly elected and serving in that capacity in accordance with the Bylaws.

"Lake Association" shall mean and refer to Clark Lake South Association, Inc., a Florida not-for-profit corporation, its successors and assigns.

In addition to the foregoing terms, all other defined terms used herein shall have the meanings as set forth in the Declaration.

ARTICLE V. PURPOSE

The Lake Association has been formed for the purpose of performing the obligations of the Lake Association under and pursuant to the Declaration and for other purposes.

ARTICLE VI. POWERS AND DUTIES

In addition to all powers provided in Chapter 617 of the Florida Statutes, and in addition to all of the powers provided by law, the Lake Association shall have the following powers and duties:

A. Perform all of the obligations of the Lake Association under the Declaration and pay all the costs associated with the performance by the Lake Association of the obligations of the Lake Association under the Declaration.

B. Establish a budget annually for the operation of the Lake Association and the performance of all of the duties and obligations of the Lake Association, including, but not limited to, the payment of all professional fees and costs of attorneys, accountants, engineers, surveyors, contractors and agents and all other persons employed by or contracted with by the Lake Association, the cost of workers compensation insurance to the extent necessary to comply with Chapter 440 of the Florida Statutes, the cost of liability insurance insuring the Lake Association against any and all liability to the public and any other insurance deemed necessary by the Directors.

C. Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration, these Articles and the Bylaws of the Lake Association; bring proceedings for collection of charges and assessments in the event of non-payment; pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Lake Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Lake Association;

D. Receive a conveyance of Clark Lake South and other Common Property, subject to the provisions of the Declaration, Articles and Bylaws.

E. 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 Lake Association;

F. With the two-thirds (2/3) vote of the Members in accordance with the Bylaws, borrow money, and mortgage, pledge, grant a deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

G. Maintain and protect Clark Lake South and any other bodies of water the Lake Association is obligated or becomes obligated to maintain.

H. Sue and be sued.

I. Contract for services to provide for the maintenance and protection required to be performed by the Lake Association.

J. Establish rules and regulations with respect to the use and enjoyment of Clark Lake South.

K. Exercise any and all powers, rights and privileges that a not-for-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, as well as all other express and implied powers of corporations not-for-profit.

The Lake Association shall be operated as a not-for-profit organization for the benefit of its Members. The Lake Association is organized and shall be operated exclusively for the purposes set forth above and in the Declaration. The activities of the Lake Association will be financed by assessments against Members as provided in the Declaration and in accordance with the Bylaws and no part of any net earnings of the Lake Association will inure to the benefit of any Member.

ARTICLE VII. MEMBERS

Membership in the Lake Association is set forth in the Declaration. At any meeting of the Members of the Lake Association, each Member shall be entitled to the number of votes as specified in the Declaration.

ARTICLE VIII. DURATION

The period of duration of the Lake Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended.

ARTICLE IX. INCORPORATOR

The name and residence address of the incorporator is:

NAME

ADDRESS

Barbara L. Hoffman

201 West Christina Boulevard
Lakeland, Florida 33813

ARTICLE X. DIRECTORS AND OFFICERS

The affairs of the Lake Association shall be managed by a Board of Directors. The Board of Directors shall be elected by the Members at the annual meeting of the Members. Vacancies on the Board of Directors may be filled until the beginning of the next fiscal year of the Lake Association in such a manner as provided by the Bylaws. The officers shall be: a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The officers and Directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the Bylaws.

ARTICLE XI. INITIAL DIRECTORS

The number of persons constituting the initial Board of Directors of the Lake Association shall be three (3). The initial Board of Directors who shall serve until the first election at the regular annual meeting are:

<u>NAME</u>	<u>ADDRESS</u>
Leon Jasper	640 Meadow Drive Somerset, Kentucky 42503
Barbara L. Hoffman	201 West Christina Boulevard Lakeland, Florida 33813
W. O. Faulkner	201 West Christina Boulevard Lakeland, Florida 33813

ARTICLE XII. BYLAWS

The Bylaws of the Lake Association may be made, altered, or rescinded as provided for in the Bylaws of the Lake Association. However, the initial Bylaws of the Lake Association shall be made and adopted by the initial Board of Directors of the Lake Association.

ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION

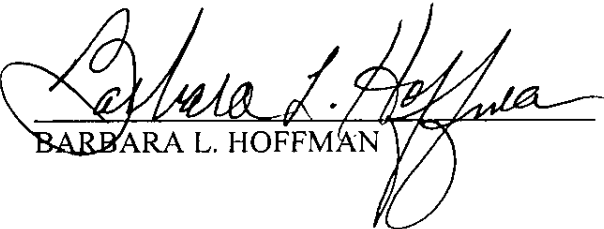
Amendments to these Articles may be proposed by any Member of the Lake Association. These Articles may be amended at any annual meeting of the Members of the Lake Association, or at any special meeting duly called and held for such purpose, by a two-thirds (2/3rds) vote of the Members who are in attendance and voting in person or by proxy at such meeting. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the Secretary of State shall be recorded in the public records of Polk County, Florida.

ARTICLE XIV. DISSOLUTION

The Lake Association may be dissolved by a two-thirds (2/3rds) vote of the Members who are in attendance and voting in person or by proxy, at a meeting of the Members duly called and held. However, for a period of ten (10) years from the date of incorporation, this Lake Association may not be dissolved without the prior written consent of the Declarant, which consent may be unreasonably withheld, in the Declarant's sole and exclusive discretion. Upon dissolution of the Lake Association, other than incident to merger or consolidation, the assets of the Lake Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Lake Association was created and such public agency shall assume the obligations and perform the duties of the Lake Association as set forth in the Declaration. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any not-for-profit corporation, association, trust or other organization

to be devoted to such similar purposes which shall assume all of the duties and obligations of the Lake Association under the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 13th day of October, 2010.


BARBARA L. HOFFMAN

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 13th day of October, 2010, by BARBARA L. HOFFMAN, who is ☒ personally known to me or who ☐ produced _____ as identification.

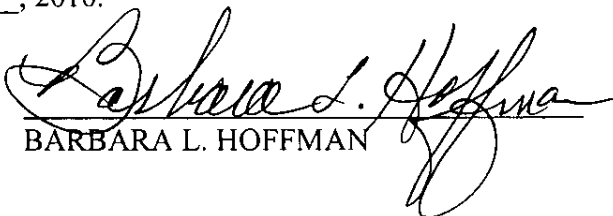
(AFFIX NOTARY SEAL)
 C.M. FEAR
Notary Public, State of Florida
My comm. expires May 30, 2014
No. DD989284
Bonded thru Ashton Agency, Inc. (800)461-4854


NOTARY PUBLIC, STATE AT LARGE
Print Name: _____
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of CLARK LAKE SOUTH ASSOCIATION, INC., as set forth in the foregoing Articles of Incorporation.

DATED this 13th day of October, 2010.


BARBARA L. HOFFMAN

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