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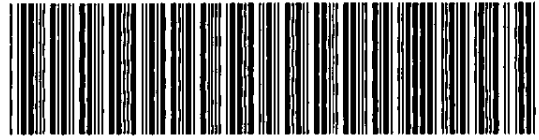
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TALLAHASSEE, FLORIDA

11/14/14

**ARTICLES OF INCORPORATION
OF
AVALON WOODS HOMEOWNERS ASSOCIATION, INC.**

14 NOV 13 AM 9:30
STATE
TALLAHASSEE, FLORIDA

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 of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is **AVALON WOODS HOMEOWNERS ASSOCIATION, INC.** hereinafter called the "Association."

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association is located at 5120 S. Lakeland Drive; Suite 2, Lakeland, Florida 33813. The Board of Directors of the Association may change the location of the principal office of said Association from time to time.

ARTICLE III. REGISTERED AGENT

Dellyne Strawbridge, whose address is 5120 S. Lakeland Drive; Suite 2, Lakeland, Florida 33813, is hereby appointed the initial registered agent of this Association.

ARTICLE IV. PURPOSE AND POWERS OF ASSOCIATION

Avalon Woods of Lakeland, L.L.C., a Florida limited liability company, hereinafter referred to as "Developer", has developed a residential subdivision in Polk County, Florida know as AVALON WOODS, the plat of which has been recorded in Plat Book _____, Pages _____ and _____, in the public records of Polk County, Florida, whose real estate owners of such platted property are intended to be members of the Association, hereinafter referred to as the "Subdivision". The Subdivision will be subject to the terms of those certain Declarations of Covenants, Restrictions, Limitations and Conditions to be recorded in the public records of Polk County, Florida, which will refer to the Association and which will be referred to herein as the "Declaration". This Association does not contemplate pecuniary gain or profit to its members and is formed as the Association described and referred to in the Declarations and shall

have the power and responsibility to perform all repair, maintenance and replacement responsibilities as set forth in the Declaration, shall have the power and authority to enforce the terms and provisions of the Declaration, shall have the power and authority to develop and implement a security system, shall pay the cost of street lighting for the Subdivision, shall contribute its proportionate share of the costs of maintenance of the entrance to the Development and the landscaped roadway in the Development along the road known as Avalon Woods Drive and shall contribute its proportionate share of the cost of lighting and maintenance of such road, and also its proportionate share of the costs of maintenance of the landscaping located within the Subdivision. Maintenance shall include repair, replacement and costs of irrigation. The term "proportionate Share" shall be deemed to mean the ratio of the number of lots in the Subdivision (11) to the total number of developed lots within those areas of the development obligated to contribute to the foregoing maintenance costs. The Association shall also have such other authority as may be necessary for the purpose of promoting the health, safety, and general welfare of the residents, and of the owners of lots in the Subdivisions who are members of the Association.

In furtherance of such purposes, the Association shall have the power to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declarations, as the same may be amended from time to time as therein provided, the terms of which Declarations are incorporated herein by reference;
- (b) Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declarations and the Bylaws of the Association; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;
- (c) 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;
- (d) Borrow money, and with the assent of two-thirds (2/3) 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;
- (e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members;
- (f) Have and to exercise any and all powers, rights and privileges that a nonprofit 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.
- (g) Operate and maintain the surface water management system facilities, 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.
- (h) Establish rules and regulations.

- (i) Sue and be sued.
- (j) Contract for services to provide for operation and maintenance of the surface water management system facilities.
- (k) Take any other action necessary for the purposes for which the association is organized.

The Association shall be conducted as a nonprofit organization for the benefit of its members. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by an assessment against members as provided in the Declarations and in accordance with the Bylaws and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE V. MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot (as defined in the Declaration and referred to herein as "Lot") in the Subdivision shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. The Association shall have two classes of voting membership:

Class A

Class A Members shall be all Owners, with the exception of the Developer and shall be entitled to one vote for each Lot owned.

Class B

The Class B Member(s) shall be the Developer and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership and the Members, other than the Developer, shall be entitled to elect at least a majority of the Directors of the Association upon the earlier of the occurrence of the following events:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership (i.e., when seventy-five percent (75%) of the Lots in the Subdivision have been conveyed to Members other than the Developer); or
- (b) On the date specified by the Developer in a written notice to be given to all of the Class A Members. Each Lot shall be entitled to one (1) vote exercised by the owner or owners at any meeting of members of the Association in accordance with the Bylaws.

ARTICLE VI. DURATION

The period of duration of Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended; provided, however, that if the Association is dissolved,

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the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE VII. SUBSCRIBERS

The name and residence address of the subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
V. Frederick Strawbridge	5120 S. Lakeland Drive; Suite 2 Lakeland, Florida 33813

ARTICLE VIII. OFFICERS AND DIRECTORS

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

ARTICLE IX. INITIAL DIRECTORS

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

<u>NAME</u>	<u>ADDRESS</u>
V. Frederick Strawbridge	5120 S. Lakeland, Drive; Suite 2 Lakeland, Florida 33813
Dellynne C. Strawbridge	5120 S. Lakeland Drive; Suite 2 Lakeland, Florida 33813
V. Frederick Strawbridge, Jr.	5120 S. Lakeland Drive; Suite 2 Lakeland, Florida 33813

ARTICLE X. BYLAWS

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

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of the membership existing at the time of, and present 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. Without the prior written approval of Southwest Florida Water Management District, there shall be no amendment to these Articles of Incorporation which would affect the surface water management system, the retention areas and drainage facilities described in the Declaration or which would affect the obligation of this Association to maintain the foregoing.

ARTICLE XII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by no less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII. FHA/VA APPROVAL

So long as there is a Class B membership, the following actions will require the prior written approval of the Federal Housing Administration or the Veterans' Administration: Annexation of additional properties, merger and consolidations, mortgaging of the assets of the Association, dedication of any of the assets of the Association for public purposes, dissolution and amendment to these Articles of Incorporation.

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 6th day of ~~May~~ 2014.

June

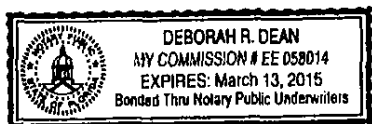
SIGNED the day and year first above written.

AVALON WOODS HOMEOWNERS
ASSOCIATION


V. FREDERICK STRAWBRIDGE, President

STATE OF FLORIDA
COUNTY OF POLK

ACKNOWLEDGED before me in the County and State last aforesaid by, V. FREDERICK STRAWBRIDGE, President of AVALON WOODS HOMEOWNERS ASSOCIATION, INC., on behalf of the corporation, who is personally known to me, this 6th day of ~~May~~ June, 2014.



Deborah R. Dean
NOTARY PUBLIC -- STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of AVALON WOODS HOMEOWNERS ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 6th day of ~~May~~ June, 2014.

Dellyne Strawbridge
Dellyne Strawbridge, Registered Agent

NOTARY PUBLIC STATE OF FLORIDA
TALLAHASSEE, FLORIDA
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