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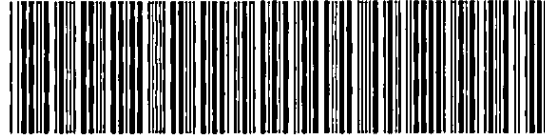
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ESTATES OF WESTERLY HOMEOWNERS

ASSOCIATION, INC.

Signature _____

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**ARTICLES OF INCORPORATION
OF
ESTATES OF WESTERLY HOMEOWNERS ASSOCIATION, INC.**

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, and certify as follows:

**ARTICLE I.
NAME**

The name of the corporation shall Estates of Westerly Homeowners Association, Inc., hereinafter referred to as the "Association".

**ARTICLE II.
INITIAL REGISTERED OFFICE AND AGENT**

The principal and mailing address of this corporation is the following address:

1901 Ulmerton Road, Suite 475
Clearwater, FL 33762

and the name of the initial registered agent of this corporation at that address is:

Mike Galvin
1901 Ulmerton Road, Suite 475
Clearwater, FL 33762

**ARTICLE III.
PURPOSE**

3.1 Purpose: The purpose for which the Association is organized is to provide an entity for the operation, management and administration of the homeowner's association of a residential community known as Estates of Westerly located in Polk County, Florida, hereinafter referred to as the "Subdivision."

3.2 Distribution of Income: The Association shall make no distribution of income to its members, directors or officers.

**ARTICLE IV.
MEMBERSHIP**

Members of the Association shall be qualified in the manner set forth in the By-laws of the Association.

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ARTICLE V. POWERS

5.1 Common Law and Statutory Power: The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

5.2 Specific Powers: The Association shall have all of the powers and duties provided by Florida Statutes Chapter 617, except as may be limited by these Articles of Incorporation, the provisions of the Declaration of Covenants, Easements and Restrictions for Summers Corner, and all of the powers and duties reasonably necessary to operate the Subdivision pursuant to such Declaration, as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as property owners to pay all costs, expenses and losses of the Association and to make special assessments against members as property owners for unpaid fees, fines or for maintenance or repair which is the responsibility of the property owner.

(b) To use the proceeds of assessment in the exercise of its powers and duties.

(c) To maintain, repair and operate the Common Elements which shall include the irrevocable right to access to each lot from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the common elements therein, that may be necessary to prevent damage to the common elements, or to any lot.

(d) To purchase insurance upon the Common Elements, and insurance for the protection of the Subdivision and its members.

(e) To reconstruct the improvements after casualty and to further improve the Common Elements.

(f) To make and amend reasonable regulations respecting the use of the Common Elements.

(g) To approve or disapprove the transfer, mortgage, ownership and leasehold of the Common Elements.

(h) To enforce by legal means the provisions of the State of Florida, the Declaration of Covenants, Conditions and Restrictions, these Articles, the By-Laws of the Association, and the Regulations for the use of the property in the Subdivision.

(i) To levy fines for violation of approved Association rules and regulations, or violations of the provisions of the Declaration of Covenants, Easements and Restrictions, these Articles or by By-Laws, all as set forth in the By-Laws.

(j) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association, except as are specifically required by the provisions by of the Declaration of Covenants, Easements and Restrictions to have the approval of the Directors of the membership of the Association.

(k) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the purposes of the Association.

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(l) To pay taxes and assessments which are liens against any part of the Association, other than the individual lots, unless the individual lot(s) are owned by the Association, and the appurtenances thereto, and to assess the same against any lot and the owner of the lot which is subject to such liens.

(m) To enter into agreements whereby it acquires leasehold memberships and other possessor or use interest in the lands or facilities, whether or not contiguous to the Common Elements, intended to provide for the enjoyment, recreation, or other use benefits of the property owners.

(n) To purchase lot(s) in the Subdivision in accordance with the provisions of the Declaration of Covenants, Easements and Restrictions, and to hold, lease, mortgage and convey the same.

(o) To enter into agreements for construction of a master cable or satellite system for television and internet services, and other amenities or facilities for the benefit of the property owners and to borrow money for the purpose of carrying out such construction and to mortgage, lease or otherwise provide security for the repayment of said funds.

5.3 Assets held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the Declaration of Covenants, Easements and Restrictions, these Articles of Incorporation and the By-Laws of the Association.

5.4 Limitation on Exercise of Powers: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the state of Florida, the Declaration of Covenants, Easements and Restrictions, these Articles and the By-Laws of the Association.

ARTICLE VI. MEMBERS

6.1 Members: The members of the Association shall consist of all of the record owners of lots in the Estates at Westerly.

6.2 Change of Membership: After receiving approval of the Association, as required by the provisions of the Declaration of Covenants, Easements and Restrictions, change of membership in the Association shall be established by the recording in the Public Records of Polk County, Florida, a deed or other instrument establishing a change of record title to a lot in the Subdivision and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is thereby terminated.

6.3 Limitation on Transfer of Shares of Assets: The share 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 the member's lot.

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6.4 Voting Rights: The Association shall have two classes of voting membership:

6.4.1 Class A. The "Class A Members" shall be all owners, with the exception of Developer, and shall be entitled to one (1) vote for each lot owned. 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 by a majority of all such Members as they determine, but in no event shall more than one (1) vote be cast with respect to such a lot.

6.4.2 Class B. The "Class B Member" shall be Developer. The Class B Member shall be entitled to the total number of votes of all Class A Members from time to time plus one (1) vote; provided, however, that the Class B membership shall cease and convert to Class A membership on the happening of any of the following events, whichever shall first occur:

6.4.2.1 Three (3) months after ninety percent (90%) of the Lots in all phases of the community that will ultimately be operated by the Association have been conveyed to Class A Members; or

6.4.2.2 Developer, in its sole and absolute discretion, elects to terminate its Class B membership by written notice of such election delivered to the Association (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

Notwithstanding that there shall be two (2) classes of voting membership in the Association, Voting shall be based upon the votes cast by the membership as a whole; not on votes cast by or within each class of voting membership.

ARTICLE VII. DIRECTORS

7.1 Board of Administration: The affairs of the Association shall be managed by a Board of Administration consisting of a number of Directors determined by the By-Laws, but not less than three (3) Directors. Directors shall be members of the Association except as otherwise provided herein.

7.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws of the Association.

7.3 First Election of Directors: The first election of Directors shall not be held until such time as the members in the Association are entitled to elect a Director under applicable laws of the State of Florida.

7.4 First Board of Directors: The names and addresses of the initial Board of Directors, who have been selected by the Declarants and who shall serve until their successors are elected and have qualified or until they resign or are removed, are as follows:

Mike Galvin
1901 Ulmerton Road, Suite 475
Clearwater, FL 33762

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Susan Collins
1901 Ulmerton Road, Suite 475
Clearwater, FL 33762

Leroy Sanchez
6200 Lee Vista Blvd., Suite 400
Orlando, FL 32822

Any vacancy occurring in the Board prior to the first election shall be filled by the remaining Directors.

ARTICLE VIII. OFFICERS

The affairs of the Association shall be administered by officers designated in the By-Laws of the Association. The officers shall be elected by the Board of Administration at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board of Administration. The initial officers who shall serve until the first meeting following the annual meeting of the Association shall be the following persons:

Mike Galvin	President
Susan Collins	Vice-President
Leroy Sanchez	Treasurer/Secretary

ARTICLE IX. INDEMNIFICATION

9.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonable incurred by, or imposed upon him in connection with any proceeding or the 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 at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton malfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

9.2 The Board of Directors of the Association may purchase liability insurance to insure all Directors, officers, agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as part of the common expenses.

ARTICLE X. BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws and the Declaration of Covenants, Conditions and Restrictions.

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**ARTICLE XI.
AMENDMENTS**

11.1 Amendments: Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner subject to any provisions pertaining to amendments in the Declaration of Covenants, Easements and Restrictions.

(a) Notice of the subject matter proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A Resolution for the adoption of a proposed Amendment may be proposed either by the Board of Directors or by the members of the Association. Except as elsewhere provided, such approval must be approved by vote of the owners of at least three (3) lots in the Subdivision.

11.2 Limitation on Amendments: No Amendments shall make any changes in the qualification for membership, nor the voting rights of members, without the approval in writing by all members and the joinder of all record owners of the mortgages upon the Association. No Amendment shall be made which is in conflict with the laws of the State of Florida or the provisions of the Declaration of Covenants, Conditions and Restrictions.

11.3 Certification: A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Polk County, Florida.

**ARTICLE XII.
TERM**

The term of the Association shall be perpetual.

**ARTICLE XIII.
SUBSCRIBERS**

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

Mike Galvin
1901 Ulmerton Road, Suite 475
Clearwater, FL 33762

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this
3rd day of August, 2017.
October


MIKE GALVIN

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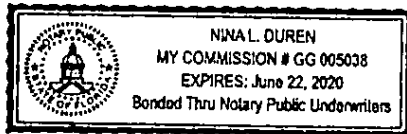
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared MIKE GALVIN, to me well known and known to me to be the person who executed the above and foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily for the purposes therein stated.

Witness my hand and official seal this 3rd day of October, 2017.

Nina L. Duren
Notary Public

My Commission Expires: 6/22/2020



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STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED


In compliance with the laws of Florida, the following is submitted:

Estates of Westerly Homeowners Association, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at 1901 Ulmerton Road, Suite 475, Clearwater, FL 33762, has named and designated Mike Galvin as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for Estates of Westerly Homeowners Association, Inc., at the place designated in this Certificate, I am familiar with the duties and obligations of a Registered Agent under Florida Law and I hereby agree to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


Mike Galvin, Registered Agent


Dated this 3rd day of October, 2017.

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