

**H180001382983**

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## FLORIDA PROFIT/NON PROFIT CORPORATION

East Lakeland Commerce Park Owners Association, Inc.

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**ARTICLES OF INCORPORATION  
OF  
EAST LAKE LAND COMMERCE PARK OWNERS ASSOCIATION, INC.  
a Florida Not for Profit Corporation**

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18 MAY - 4 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned natural person of legal age, who is a citizen of the State of Florida, acting as an incorporator of a corporation under Chapter 617 of the Florida Statutes, hereby adopts the following articles of incorporation:

**Article I: Name**

**Section 1.** The name of the Association shall be East Lakeland Commerce Park Owners Association, Inc.

**Section 2.** The principal and mailing address of the Association is 41 Lake Morton Drive, Lakeland, Florida 33801.

**Article II: Purpose and Powers of the Corporation**

The Corporation is formed for the primary purpose of providing for the maintenance, preservation, and care of the common areas within a certain subdivided tract of real property known as East Lakeland Commerce Park, a subdivision as shown on plat recorded in Plat Book 88, page 11, public records of Polk County, Florida (the "Subdivision"), and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of the owners of lots in the Subdivision. The Corporation shall not be operated for profit and shall make no distributions of income to its Members, directors, or officers.

In furtherance of such purposes, the Corporation will have the power to:

- (a) Perform all of the duties and obligations of the Corporation as set forth in a certain

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Declaration of Covenants and Restrictions of East Lakeland Commerce Park applicable to the Subdivision to be recorded in the public records of Polk County, Florida, as amended from time to time (the "Declaration");

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied or imposed on the property of the Corporation;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Corporation;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of the membership votes, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members;

(f) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise;

(g) Operate and maintain the surface water management facilities in the subdivision, including swales, culverts, retention areas;

(h) From time to time adopt, alter, amend, and rescind reasonable rules and regulations

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governing the use of lots and common areas, surface water management facilities, and the like, as described in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and the provisions of these articles of incorporation; and

(i) Take any other action necessary for the purposes for which the Corporation is organized.

The Corporation is organized and will be operated for the above purposes. The activities of the Corporation will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Corporation engage in any other activity prohibited by such Section.

#### **Article III: Registered Office and Agent**

The street address of the initial registered office of the Corporation is 225 East Lemon Street, Suite 300, Lakeland, Florida 33801, and the name of its initial registered agent at that address is David A. Miller.

#### **Article IV: Management**

The affairs and business of the Corporation shall be managed by a board of directors and by officers as provided in the Corporation's bylaws. The method of election of directors shall be stated in the Corporation's bylaws.

#### **Article V: Membership**

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject, by covenants of record, to assessments by the Corporation, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will

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be a member of the Corporation. Membership will be appurtenant to and may not be separated from ownership of a lot, which is subject to assessment, by the Corporation. Members voting rights are set forth in the Bylaws and the Declaration.

**Article VI: Board of Directors**

The affairs of the Corporation shall be managed by a board of directors, which shall consist of at least three or more members. At least 50% of the Board of Directors shall be members of the Corporation or in the case where a member is a corporation, limited liability company, a limited liability partnership, trust or other legal entity, then a person designated by such legal entity owner to serve in such capacity. The manner in which the directors are to be elected or appointed and the number of directors shall be as stated and provided in the bylaws, as amended from time to time, but the number of directors shall never be less than one. The names and addresses of the persons who are to act in the capacity of directors until the election of their successor are:

Joe P. Ruthven

J. Greg Ruthven

Joc L. Ruthven

**Article VII: Dissolution**

The Corporation may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of the members.

**Article VIII: Incorporator**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joe P. Ruthven	41 Lake Morton Drive Lakeland, Florida, 33802

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**Article IX: Bylaws**

The bylaws of the Corporation shall be initially adopted by the board of directors. Thereafter, the bylaws may be amended by majority vote of a quorum of the members present at any regular or special meeting of the membership duly called and convened.

**Article X: Amendments**

Any amendments of these articles may be proposed by any member of the Corporation at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to cast at least a majority of the total votes eligible to be cast at any regular or special meeting of the membership duly called and convened.

**Article XI: Indemnity**

The Corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending, or completed action, or proceeding, pursuant to the provisions contained in Sections 617.0831 and 607.0850, Florida Statutes (2017), and any amendments thereto.

**Article XII: Interpretation**

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these articles of incorporation. In subscribing and filing these articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these articles and the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

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Executed at Lakeland, Polk County, Florida, on this 2 day of May, 2018.

Signed in the presence of:

  
Joe P. Ruthven

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above named corporation, at the place designated herein, I state I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity.

Dated: May 2, 2018.

  
David A. Miller

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