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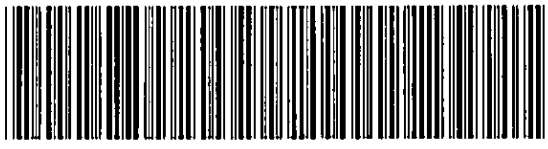
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Whispering Oaks of Auburndale

Homeowners Association, Inc.

Signature _____

Requested by: Seth

07/17/18

Name _____

Date _____

Time _____

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- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF INCORPORATION
OF
WHISPERING OAKS OF AUBURNDALE HOMEOWNERS 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 of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is Whispering Oaks of Auburndale Homeowners Association, Inc., hereinafter called the "Association."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 4100 Recker Highway, Winter Haven, Florida 33880. The Board of Directors of the Association may change the location of the principal office of the Association from time to time.

**ARTICLE III
REGISTERED AGENT**

DARRYL L. RILEY whose address is 4100 Recker Highway, Winter Haven, Florida 33880, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF ASSOCIATION**

The Association has been formed to provide for the ownership, maintenance, preservation and architectural control of the residential subdivision in Polk County, Florida, known as Whispering Oaks of Auburndale, the plat of which, together with any additions thereto as permitted by the Declaration, will be recorded in the public records of Polk County, Florida, which will be referred to hereinafter as the "Subdivision". The Subdivision will be subject to the terms of that certain *Declaration of Covenants, Restrictions, Easements, Limitations and Conditions for Whispering Oaks of Auburndale* 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 shall:

(a) not permit pecuniary gain or profit to its Members nor distribution of its income to its officers or directors;

(b) have the power and responsibility to perform the maintenance and other obligations and responsibilities specified in the Declaration;

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(c) have the power and authority to enforce the terms, restrictions and other provisions of the Declaration; and

(d) 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 Subdivision 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 of a not-for-profit corporation under the Florida Statutes, and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as provided therein, the terms of which Declaration 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 Declaration 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 as more fully set out in the Bylaws of the Association and Declaration, to 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 each class of the Members existing at the time of a duly called and held meeting or grant of consent, as more fully set out in the Bylaws of the Association and Declaration;

(f) Operate and maintain Common Area or Common Property, specifically including, without limitation, the surface water management system, as permitted by South Florida Water Management District, including all lakes, retention and detention areas, ponds, flood plain compensation areas, wetlands and associated buffer areas and wetland mitigation areas, water management areas, pipes, inlets, ditches, culverts, water control structures and related appurtenances;

(g) Adopt such rules and regulations as the Board of Directors of the Association shall deem appropriate concerning the use of any portion of the Common Area or Common Property, including, without limitation, such rules and regulations as the Directors determine appropriate to restrict or prohibit entry upon retention areas;

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(h) Contract for services to provide for the operation and maintenance of the surface water management system and related facilities if the Association contemplates a maintenance company;

(i) Sue and be sued; and

(j) 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.

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 assessments against Members as provided in the Declaration and in accordance with the Bylaws of the Association 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. Voting of Members at any meeting of the Members of the Association shall be in accordance with the provisions of the Bylaws of the Association.

**ARTICLE VI
DURATION**

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

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
DARRYL L. RILEY	4400 Recker Highway Winter Haven, Florida 33880

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**ARTICLE VIII
OFFICERS AND DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors who, except for those Directors selected by the Developer, 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

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Bylaws of the Association. The officers shall be: a President, Vice President, Secretary, and Treasurer. The officers 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 election and taking of office of their successors in accordance with the provisions of the Bylaws, are:

<u>NAME</u>	<u>ADDRESS</u>
DARRYL L. RILEY	4100 Recker Highway Winter Haven, Florida 33880
LARRY LUNDY	4100 Recker Highway Winter Haven, Florida 33880
DEIDRE FRESQUEZ	3945 Graystone Preserve Place Cumming, Georgia 30040

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**ARTICLE X
BYLAWS**

The Bylaws of the Association may be made, altered, or rescinded as provided for in the Bylaws of the Association. 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**

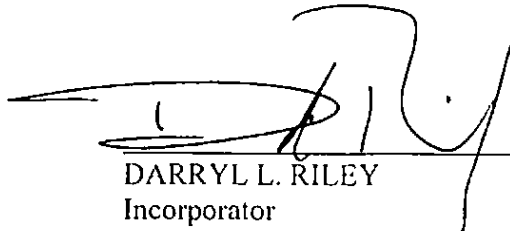
Amendments to these Articles of Incorporation may be proposed by any Member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote (in person or by proxy) or written consent, or combination thereof, of Members holding not less than two-thirds (2/3) of each class of existing at the time of a duly called and held meeting or grant of consent. 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 Declarations or which would affect the obligation of this Association to maintain the foregoing. So long as the Developer owns at least one Lot in the

Subdivision, no amendment to these Articles of Incorporation shall be made without the prior written consent of the Developer.

**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 each class of Members existing at the time of a duly called and held meeting or grant of consent. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association and the control or right of access to the surface water management system 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 and the control or right of access to the surface water management system shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. So long as the Developer owns at least one Lot in the Subdivision, this Association shall not be dissolved without the prior written consent of the Developer.


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 JULY 4, 2018.


DARRYL L. RILEY
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of the WHISPERING OAKS OF AUBURNDALE HOMEOWNERS ASSOCIATION, INC., as set forth in the foregoing Articles of Incorporation.

DATED this JULY 4, 2018.


DARRYL L. RILEY
Registered Agent

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