

Feb. 25, 2019 5:02PM  
2/25/19  
N 19 000002060  
Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000064344 3)))



H190000643443ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)617-6381

From:  
Account Name : PETERSON & MYERS PA  
Account Number : 120080000078  
Phone : (863)294-3360  
Fax Number : (863)299-5498

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: dmiller@petersonmyers.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
WAINWRIGHT OWNERS ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

B 2/27/19

Electronic Filing Menu

Corporate Filing Menu

Help

((H19000064344 3)))

ARTICLES OF INCORPORATION  
OF  
WAINWRIGHT OWNERS ASSOCIATION, INC.  
(a Florida not for profit corporation)

2019 FEB 26 AM 11:48  
TALLAHASSEE

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida, and of full age, for the purpose of forming a corporation not for profit does hereby certify:

1. Name. The name of the corporation is WAINWRIGHT OWNERS ASSOCIATION, INC., a corporation not for profit organized under Chapter 617 of the Florida Statutes (the "Association").

2. Principal Office. The principal office of the Association is located at 41 Lake Morton Drive, Lakeland, Florida 33801, which shall be the initial registered office of the Association.

3. Purposes and Powers. The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the parcels and common area within that certain tract of property (the "Property") described in that certain Declaration of Easements, Covenants and Restrictions, recorded or to be recorded in the Office of the Clerk of the Circuit Court, Polk County, Florida, and as the same may be amended from time to time as therein provided (the "Declaration"), and to promote the health, safety and welfare of the Owners within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. In connection therewith, the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) To 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) To borrow money, and with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of the Association, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) To dedicate, sell, or transfer all or any part of the "Common Area" (as defined in the Declaration) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. Any such dedication or transfer shall be effective with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of the Association.

((H19000064344 3)))

((H19000064344 3)))

(f) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of Owners holding not less than two-thirds (2/3) of the total votes of the Association.

(g) To annex additional property and common area in the manner set forth in the Declaration.

(h) To have and to exercise any and all powers, rights and privileges a corporation organized under Florida law, including Chapter 617, Florida Statutes, may now or hereafter have or exercise.

(i) To levy and collect adequate assessments against Members for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to work within retention areas, drainage structures, and drainage easements.

(j) To operate, maintain, and manage the surface water or stormwater management system, including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the Southwest Florida Water Management District (the "District") permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.

(k) To adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the Members and their guests thereon, and to establish penalties for any infraction thereof.

(l) To sue and be sued in the name of the Association.

4. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration shall be a member of the Association (each a "Member" and collectively, the "Members"). The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Members' voting rights are set forth in the Declaration and Bylaws of the Association (the "Bylaws").

5. Board of Directors. The affairs of the Association shall be managed by a Board of not less than three (3) Directors nor more than nine (9), who need not be Members. The initial number of Directors shall be three (3) and may be changed by amendment to the Bylaws. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
J. Greg Ruthven	41 Lake Morton Drive, Lakeland, Florida 33801
Joe L. Ruthven	41 Lake Morton Drive, Lakeland, Florida 33801
Brandon Clark	41 Lake Morton Drive, Lakeland, Florida 33801

The manner in which the directors are appointed is as stated in the Bylaws.

6. Dissolution. The Association may be dissolved upon the affirmative vote of Owners holding not less than two-thirds (2/3) of the total votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created. In the event

((H19000064344 3)))

of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved by the District prior to such termination, dissolution, or liquidation.

7. Duration. The existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Department of State. The Association shall exist perpetually.

8. Amendment. The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of the Association. Amendments may be proposed by resolution approved by a majority of the Board; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the Members, without approval in writing by all Members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

9. Bylaws. The Bylaws shall be adopted by the Board at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

10. Capitalized Terms. All capitalized terms used in these Articles of Incorporation, if not defined, shall have the meanings ascribed to such terms that are contained in the Declaration or the Bylaws.

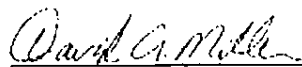
11. Initial Registered Office and Agent. The street address of the initial registered office of the Association is 225 East Lemon Street, Lakeland, Florida 33801, and the name of the Association's initial registered agent at that address is David A. Miller, Esq.

12. Incorporator. The name and address of the incorporator is:

David A. Miller, Esq.  
225 East Lemon Street, Suite 300  
Lakeland, Florida 33801

In witness whereof, the subscribing Incorporator has set his hand and seal and caused this Article of Incorporation to be executed this 25<sup>th</sup> day of February, 2019. For the purpose of forming this corporation not for profit under the laws of the State of Florida, I submit this document and affirm that the facts stated in it are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes (2018).

INCORPORATOR:



David A. Miller

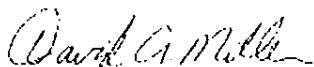
((H19000064344 3)))

((H19000064344 3))

**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for the Association at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agent and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

**REGISTERED AGENT:**



David A. Miller

**Address:**

225 East Lemon Street, Suite 300  
Lakeland, Florida 33801

((H19000064344 3))