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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Ruthven Airpark West Property Owners' Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
RUTHVEN AIRPARK WEST PROPERTY OWNERS' ASSOCIATION, INC.  
(a Florida Not for Profit Corporation)**

I, the undersigned Incorporator, desiring to form a not for profit corporation under Chapter 617, Florida Statutes (2018), deliver for filing the following Articles of Incorporation:

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

1.1 The name of the Association is RUTHVEN AIRPARK WEST PROPERTY OWNERS' ASSOCIATION, a Florida not for profit Association (hereinafter the "Association").

1.2 The principal office and mailing address of the Association is 41 Lake Morton Drive, Lakeland, Florida 33801.

**ARTICLE II  
PURPOSE 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 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

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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.

(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, ponds, culverts, swales, ditches, 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.

### **ARTICLE III** **MEMBERSHIP**

Every person or entity who/which is a record owner of a fee or undivided fee interest in any Lot (as defined in the Declaration) which is subject to the Declaration shall be a member of the Association "Member" and collectively, the "Members"). The foregoing shall not include

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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").

#### **ARTICLE IV** **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 of the Association. 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
Brandon Clark	41 Lake Morton Drive, Lakeland, Florida 33801
Victoria Carpenter	41 Lake Morton Drive, Lakeland, Florida 33801

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

#### **ARTICLE V** **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 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.

#### **ARTICLE VI** **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.

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**ARTICLE VII**  
**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 of Directors; 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 Property. 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.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association 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 VIX**  
**INCORPORATOR**

The name and street 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 these Articles of Incorporation be executed this 11 day of July, 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

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**ACCEPTANCE 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

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