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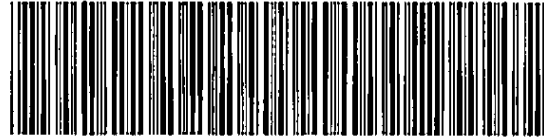
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TALLAHASSEE, FL 323

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Meadows at Scott Lake Creek Homeowners Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gregory A. Sanoba, Esq.

Name (Printed or typed)

422 South Florida Avenue

Address

Lakeland, FL 33801

City, State & Zip

863-683-5353

Daytime Telephone number

greg@sanoba.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
THE MEADOWS AT SCOTT LAKE CREEK
HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

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POLK COUNTY FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida:

Article I - Name

The name of the corporation is The Meadows at Scott Lake Creek Homeowners Association, Inc. (hereinafter referred to as "Association").

Article II - Purposes

The Association does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Association will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

Each parcel located in Polk County, Florida conveyed by Berkshire Venture I, LLC will be subject to covenants, conditions and restrictions (the "Covenants") on each deed as conveyed. Once those conveyances are recorded in the Public Records of Polk County, Florida, the terms defined therein are incorporated herein by reference and made a part hereof. The Covenants, among other things, establishes and designates that said lands shall be known as "The Meadows at Scott Lake Creek". This Association is organized for the general purpose of functioning as the property owners association of The Meadows at Scott Lake Creek and serving as the instrumentality of the property owners of The Meadows at Scott Lake Creek for the purpose of controlling and regulating the activities within the development and for the maintenance of the common area as defined in the Covenants (the "Common Area"). The specific purposes for which this Association is formed include, but are not limited to, the following:

- A. To provide for the promotion, construction, regulation, maintenance and preservation of The Meadows at Scott Lake Creek subdivision.

- B. To provide for the regulation, maintenance and control of the parking areas, landscaping and other common facilities and properties within The Meadows at Scott Lake Creek.
- C. To acquire, hold, convey and otherwise deal with real and/or personal property in its capacity as a property owners association.
- D. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Declaration of Covenants, Conditions and Restrictions for The Meadows at Scott Lake Creek as may be amended from time to time.
- E. To otherwise engage in any lawful activities for the benefit, use, convenience and enjoyment of its members as it may deem proper.

Article III - Principal Place of Business

The principal place of business of the Association shall be at 3067 Grasslands Drive, Lakeland, Florida 33803, or at such other place within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

Article IV – Powers

The powers of the Association shall include and be governed by the following provisions:

The Association shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Association and, in addition, all powers set forth in the conveyances of individual large parcels. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect, and enforce assessments (whether they be annual or special), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations; and
2. To acquire liens against all Lot owners for assessments; and
3. To subordinate, in its sole discretion, any liens acquired by the Association; and
4. To use the proceeds of assessments in the exercise of its powers and duties; and
5. To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire; and
6. To construct and maintain improvements on its property and to reconstruct improvements after casualty; and
7. To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
8. To purchase insurance for its properties and insurance for the protection of the Association, its Officers, Directors, and its members; and

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 TALLAHASSEE, FLORIDA

9. To make and amend reasonable rules and regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members; and
10. To enforce any regulations, restrictions or limitations imposed by deed, plat, site plan, or otherwise on the land within The Meadows at Scott Lake Creek; and
11. To enforce by legal means the rights of the Association and the provisions of these Articles, the By-Laws of the Association, the deed restrictions for The Meadows at Scott Lake Creek, and all rules and regulations for the construction, maintenance, and use of the properties of the members; and
12. To manage, operate and maintain any of the Association properties, to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Association; and
13. To employ personnel to perform the services required to carry out the purposes of this Association; and
14. To participate in mergers or consolidations with other non-profit corporations organized for similar purposes and to annex additional properties to the properties subject to the jurisdiction of this Association; and
15. All funds, except such portions thereof as are expended for the expense of the Association, shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association; and
16. To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, and ponds.

Article V – Members

- A. Members of the Association shall be record owners of title of the Lots located in The Meadows at Scott Lake Creek.
- B. Each buyer under a contract to purchase ("Agreement for Deed") a Lot from the Declarant shall also be members of the Association.
- C. Change of membership shall be established by recording in the Public Records of Polk County, Florida, a deed or other instrument establishing record fee title to a Lot or by assignment of the contract to purchase the Lot and by the delivery to the Association of a copy of such instrument. The owner designed by such instrument or certificate thus becomes a member of the Association and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument or such certificate is not delivered to the Association, said owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit this Association's powers or privileges.
- D. The interest of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the real property.

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Article VII - Directors

- A. The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Association, but said board shall consist of not less than three (3) Directors.
- B. 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.
- C. The powers and duties of the Directors shall be designated in the By-Laws of the Association.
- D. The first election by the Directors by members shall occur no later than thirty (30) days after first Lot has been conveyed. Directors named in the Articles shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election shall be filled by the Declarant. Prior to the first election of the Board of Directors by the members, Directors need not be members of the Association. Subsequent thereto, however, Directors must be members of the Association.
- E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected to have qualified, or until removed, are as follows:
- Chairman: Director: Howe D. Whitman Howe D. Whitman.

Article VIII - Officers

The affairs of the Association shall be administered by a president, Vice President, Secretary and a Treasurer. The duties and authority of said officers shall be designated in the By-Laws of the Association. Said officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated are as follows:

President	Howe D. Whitman
Vice President	Howe D. Whitman
Secretary	Howe D. Whitman
Treasurer	Howe D. Whitman

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TALLAHASSEE, FLORIDA

Article IX - Indemnification

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party in which he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association.

Article IX - Bylaws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors prior to the first meeting of the members. Subsequent to the first meeting of the members, the By Laws may be altered, amended or added to at any duly called meeting of the members, provided:

- A. Notice of the meeting shall contain a statement of the proposed amendment.
- B. The amendment shall be altered by the majority vote of the members voting at such meeting.

Article X - Amendment

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

- A. A resolution for the adoption of a proposed amendment may be either by fifty percent (50%) of the Board of Directors or by ten percent (10%) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Association at or prior to the meeting.
- B. Notice of the subject matter or proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:
 - 1. By approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting; or
 - 2. By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting.
- D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without unanimous written consent or the vote of all members, except in the case of an amendment passed prior to the first election of Directors by members.

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

Article XI – Prohibition Against Issuance of Stock and Distribution of Income

This Association shall never have nor issue any share of stock, nor shall this Association distribute any part of the income of this Association, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Association of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Association from making any payments or distributions to members of benefits, monies or properties permitted by statute.

Article XII – Contractual Powers

In the absence of fraud, no contract or other transaction between this Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Association is pecuniarily or otherwise has an interest in, or is a director, officer or member of any such other firm, association, corporation or partnership or is partly or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such other firm, association, corporation or partnership.

The term of this Association shall be perpetual, however, if the Association is dissolved, the assets shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes; provided, however, the control or right of access to the Property containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, then the Surface Water Management System Facilities shall be conveyed to a non-profit corporation similar to the Association.


Article XIII – Initial Registered Agent

The street address of the initial registered agent of corporation is Gregory A. Sanoba, 422 South Florida Avenue, Lakeland, FL 33801.

Article IVX - Subscribers

The name and address of the subscriber of these Articles of Incorporation are as follows:
Howe D. Whitman, 3067 Grasslands Drive, Lakeland, Florida 33803.

IN WITNESS WHEREOF, the undersigned as incorporator hereby executes these
Articles of Incorporation on this 26th day of August, 2019.



Howe D. Whitman, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 26th day of
August, 2019 by Howe D. Whitman as Incorporator who has produced
_____ as identification or is personally known to me.

 **KRYSTAL S. JONES**
MY COMMISSION # GG 082209
EXPIRES: April 20, 2021
Bonded Thru Budget Notary Services


NOTARY PUBLIC
My Commission expires: April 20 2021

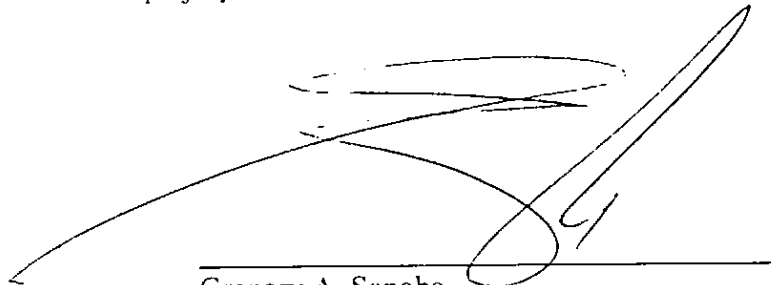
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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for The Meadows at Scott Lake Creek Homeowners Association, Inc. at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

In accordance with § 617.0501, Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

DATE: August 26th, 2019.

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the left.

Gregory A. Sanoba
Registered Agent