

N950000001368

SWAINE AND HARRIS
ATTORNEYS AT LAW, P A

BERT J. HARRIS III
J. MICHAEL SWAINE
JOHN K. MCCLURE
ALISON B. COPLEY
WILLIAM J. NIELANDER

PLEASE REPLY TO
LAKE PLACID OFFICE
SEBRING OFFICE ✓

425 SOUTH COMMERCE AVENUE
SEBRING, FL 33870
(813) 466 1549
FAX (813) 471 0006

212 INTERLAKE BOULEVARD
LAKE PLACID, FL 33852
(813) 466 2811
FAX (813) 466 6999

March 16, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-03/21/95--01098--008
*****70.00 *****70.00

RE: Crooked Oaks of Sun 'n Lake Owners' Association, Inc.

Gentlemen:

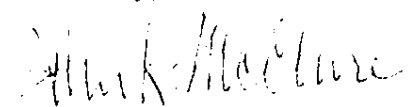
We are enclosing the original and one copy of the proposed Articles of Incorporation for Crooked Oaks of Sun 'n Lake Owners' Association, Inc. Please approve and file the original, file stamp the copy and return it to us along with the charter number.

Enclosed is my check for your charges as follows:

Filing fee	\$35.00
Filing Registered Agent's Certificate	<u>35.00</u>
Total	\$70.00

Please let me know if anything further is required.

Cordially,


John K. McClure

JKM:jao
Encs.

FILED
MAR 21 1995
CLERK OF COURT
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
CROOKED OAKS OF SUN 'N LAKE OWNERS' ASSOCIATION, INC.
(a Florida Non-Profit Corporation)

FILED

SEB 22 AM 9:12

In Compliance with the requirements of the Laws of the State of Florida, the undersigned hereby, for the purpose of forming a corporation not for profit, certifies:

ARTICLE I

NAME

The name of the corporation is CROOKED OAKS OF SUN 'N LAKE OWNERS' ASSOCIATION, INC., a Florida Non-Profit Corporation.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 5306 Sun 'n Lake Blvd., Sebring, Florida 33872.

ARTICLE III

REGISTERED AGENT

The street address of the Registered Office of the Association is 425 South Commerce Avenue, Sebring, Florida 33870 and the name of the Registered Agent is John K. McClure.

ARTICLE IV

DEFINITIONS

All definitions in the Declaration of Restrictions to which these Articles are attached as Exhibit "B" and recorded in the Public Records of Highlands County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE V

PURPOSE OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance and

preservation of the Lots and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described in the "Declaration of Restrictions" to which these Articles of Incorporation are attached as Exhibit "B", as recorded in the Public Records of Highlands County, Florida, (hereinafter referred to as the "Declaration"), and to promote the health, safety and welfare of the members of the Association

ARTICLE VI

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including but not limited to, the following

- (a) 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 as recorded in the Public Records of Highlands County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporate herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and 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) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer 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 at a duly called meeting of the Association, 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) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as

may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3) of the members to such dedication, sale, or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Lot.

- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the consent and approval of the class B member, or subsequent to termination of class B membership, the assent and approval of two-thirds (2/3 rds) of the class A membership, at a duly called meeting of the Association, except as otherwise provided in the Declaration.
- (g) To promulgate or enforce rules, regulation, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;
- (h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;
- (i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners including, but not limited to, maintenance, utilities and master antenna or cable television and/or radio system.

ARTICLE VII

MEMBERSHIP

The owner(s) of every Lot in the real property included in the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

**ARTICLE VIII
VOTING RIGHTS**

The Association shall have two (2) classes of voting membership

Class A Class A members shall be all Property Owners with the exception of Sun 'n Lake Improvement District (Declarant), or its successors, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot or Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B The Class B member shall be Sun 'n Lake Improvement District, or its successor, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease on the happening of any of the following events, whichever occurs earliest:

- (a) Upon the conveyance by Sun 'n Lake Improvement District, or its successor, of the last Lot owned by Sun 'n Lake Improvement District (Declarant), or its successor, which is located within a portion of the Properties; or,
- (b) On December 31, 2005; or,
- (c) At such earlier date as Sun 'n Lake Improvement District, or its successor may determine.

**ARTICLE IX
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of five (5) by a majority vote of the Board of Directors.

The first election of Directors shall be held when Class B membership ceases as provided in ARTICLE VIII hereof at a meeting of the members called for that purpose. Three (3) Directors shall be elected at this first election, one (1) for a term of one (1) year, one (1) for a term of two (2) years, and one (1) for a term of three (3) years. If the number of Directors is

increased by the Board of Directors as provided above, then said Board shall also determine the term for each new directorship so created. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three (3) years, any Director may be re-elected.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Donna Whittington
5306 Sun 'n Lake Blvd.
Sebring, Florida 33872

Matthew Richardson
145 South Ridgewood Drive
Sebring, Florida 33870

Marty Roepstorff
5306 Sun 'n Lake Blvd.
Sebring, Florida 33872

ARTICLE X DISSOLUTION

In the event of the 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 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 shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI DURATION

The corporation shall exist perpetually.

ARTICLE XVI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

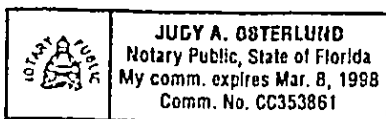
IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 13th day of March, 1995.

Donna B. Whittington
Donna B. Whittington, Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Donna B. Whittington to me known to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same.

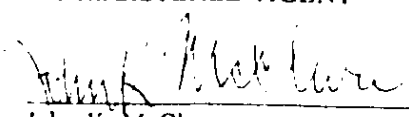
WITNESS my hand and official seal in the County and State last aforesaid this 13th day of March, 1995.



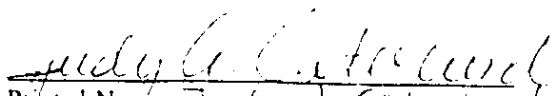
Judy A. Osterlund
Printed Name: Judy A. Osterlund
Commission No. _____
Commission Expires: _____
Notary Public, State of Florida at Large

(affix notarial seal)

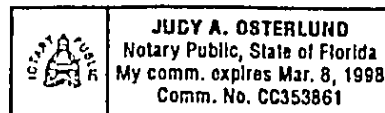
I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT


John K. McClure

SWORN TO AND SUBSCRIBED before me this 15th day of March, 1995.


Printed Name: Judy A. Osterlund
Commission No. _____
Commission Expires: _____
Notary Public, State of Florida at Large

(affix notarial seal)



N95000001368

SWAINE, HARRIS, SHEEHAN & MCCLURE, P.A.
ATTORNEYS AT LAW

BERT J. HARRIS, III
J. MICHAEL SWAINE
J. TIMOTHY SHEEHAN
JOHN K. MCCLURE
ALISON B. COPLEY
WILLIAM J. NIELANDER

425 SOUTH COMMERCE AVENUE
SEBRING, FL 33870
(941) 865-1049
FAX: (941) 471-0008

512 INTERLAKE BOULEVARD
LAKE PLACID, FL 33852
(941) 465-2611
FAX: (941) 465-6999

204 CENTRAL AVENUE
LAKE PLACID, FL 33852
(941) 465-1051
FAX: (941) 465-0054

PLEASE REPLY TO:
LAKE PLACID INTERLAKE ☐
LAKE PLACID CENTRAL ☒
SEBRING OFFICE ☒

January 9, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: Crooked Oaks of Sun 'n Lake Owners' Association, Inc.
Document Number N95000001368

Gentlemen:

I have enclosed Articles of Amendment for Crooked Oaks of Sun 'n Lake Owners' Association, Inc. Please return a certified copy to me.

Enclosed is my check for your charges as follows, together with a self-addressed, stamped envelope.

Filing fee	\$35.00
Certified copy	<u>\$52.50</u>
Total	\$87.50

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-01/12/96--01083--017
*****87.50 *****87.50

Please let me know if anything further is required.

Cordially,



John K. McClure

JKM:jao
Encs.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 29 AM 10:52

FULL PAID 29 1996

SWAINE, HARRIS, SHEEHAN & MCCLURE, P.A.

ATTORNEYS AT LAW

BERT J. HARRIS, III
J. MICHAEL SWAINE
J. TIMOTHY SHEEHAN
JOHN K. MCCLURE
ALISON B. COPLEY
WILLIAM J. NIELANDER

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SEBRING, FL 33870
(941) 365-1549
FAX: (941) 471-0006

212 INTERLAKE BOULEVARD
LAKE PLACID, FL 33852
(941) 465-2811
FAX: (941) 465-6999

234 CENTRAL AVENUE
LAKE PLACID, FL 33852
(941) 465-1651
FAX: (941) 465-3054

PLEASE REPLY TO:
LAKE PLACID INTERLAKE ☐
LAKE PLACID CENTRAL ☐ ✓
SEBRING OFFICE ☐

January 24, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

ATTENTION: Thelma Lewis, Corporate Specialist Supervisor

RE: Crooked Oaks of Sun 'n Lake Owners' Association, Inc.
Document Number N95000001368

Dear Ms. Lewis:

Pursuant to your letter of January 18, 1996 (copy enclosed), enclosed are Articles of Amendment for Crooked Oaks of Sun 'n Lake Owners' Association, Inc. which I have revised. Please file and return a certified copy to me.

My company check in the amount of \$87.50 was previously forwarded to you, and pursuant to your letter, you retained same to apply to the revised submission.

Thank you for your assistance; please let me know if anything further is required.

Cordially,



John K. McClure

JKM:jao
Encs.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1996

JOHN K. MCCLURE, ESQ.
SWAINE, HARRIS, SHEEHAN & MCCLURE, P.A.
425 SOUTH COMMERCE AVENUE
SEBRING, FL 33870

SUBJECT: CROOKED OAKS OF SUN 'N LAKE OWNERS' ASSOCIATION,
INC.
Ref. Number: N95000001368

We have received your document for CROOKED OAKS OF SUN 'N LAKE OWNERS' ASSOCIATION, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please delete the THIRD statement from the amendment, and replace it as shown below. Not for profit corporations do not have shareholders.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 196A00002315

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CROOKED OAKS OF SUN 'N LAKE OWNERS' ASSOCIATION, INC.
a Florida Non-Profit Corporation

FILED
DIVISION OF CORPORATIONS
96 JAN 29 AM 10:52

Pursuant to the provisions of Section 617.1002, Florida Statutes (1995), this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendments adopted:

Article 1, reading as follows: "The name of the corporation is CROOKED OAKS OF SUN 'N LAKE OWNERS' ASSOCIATION, INC., a Florida non-profit corporation" is amended to read as follows: "The name of the corporation is WOODS 'N IRONS OF SUN 'N LAKE OWNERS' ASSOCIATION, INC., a Florida non-profit corporation."

That portion of Article IX containing the names and addresses of the initial Directors of the corporation is deleted from the Articles of Incorporation.

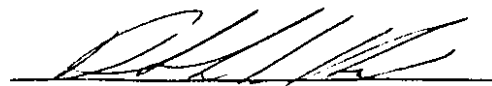
SECOND: The date of the amendment's adoption was December 22, 1995.

THIRD: Adoption of Amendment: The amendment was adopted by the members on December 22, 1995. The number of votes cast for the amendments was sufficient for approval.

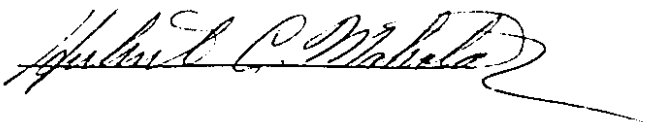
All other provisions of the Articles of Incorporation shall remain unchanged.

Signed this 25th day of January, 1996.

[S E A L]

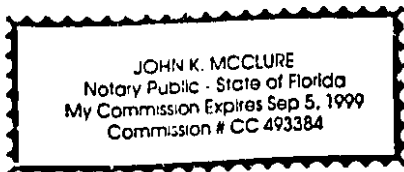

Richard A. Hayes, President Woods 'n Irons
of Sun 'n Lake Owners' Association, Inc.
formerly known as Crooked Oaks of Sun 'n Lake
Owners' Association, Inc.

ATTEST:



STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 25th day of January 1996,
by Richard A. Hayes as President of Woods 'n Irons of Sun 'n Lake Owners' Association, Inc.,
on behalf of the corporation. He is personally known to me or has produced
_____ as identification.



John K. McClure
Printed Name: _____
Commission No.: _____
Commission Expires: _____
Notary Public, State of Florida at Large

(affix notarial seal)