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N96000003332

30 North Sixth Street
Post Office Box 277
Haines City, Florida 33845-0277

June 6, 1996

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-06/11/96--01021--011
****122.50 ****122.50

Department of State
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

RE: Phoenix I Homeowners Association, Inc.

Dear Sir:

Enclosed, please find in the above regard, the following instruments:

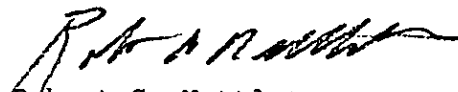
- (1) Original and one copy of
Articles of Incorporation
for the above.
- (2) Resident Agent Certificate.

Also enclosed is a Check in the amount of \$122.50 representing the following:

Filing Fee.....	\$ 55.00
Certified copy of Articles.....	\$ 52.50
Resident Agent Certificate.....	\$ <u>35.00</u>
Total	\$122.50

Please return the certified copy of Article to this office.

Very truly yours,


Robert C. Nettleton

jb

Enclosures

FILED
26 JUN 21 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-12494
6-10 LR

6-21-96
LR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1996

ROBERT C. NETTLETON
30 NORTH SIXTH STREET
POST OFFICE BOX 277
HAINES CITY, FL 33845-0277

SUBJECT: PHOENIX I HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W96000012494

We have received your document for PHOENIX I HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 596A00029258

FILED

06 JUN 21 PM 2:46

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

PHOENIX I

HOMEOWNERS ASSOCIATION, INC.

We, the undersigned incorporators, all residents of the State of Florida and all of full age, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the Laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation is PHOENIX I HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

Office

The initial principal office of this Association is located at 2435 Highway 27, North, Davenport, Florida, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the health, safety and general welfare of the residents within all of any portion of the following described tract of land situate in Polk County, Florida, as further amended by annexation thereto or particularly set forth in the Declaration of Covenants, Conditions and Restrictions regarding the PHOENIX I SUBDIVISION:

(See Exhibit "A" attached hereto)

and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and the purpose of this Association shall include, without limitation of the foregoing, provisions for the ownership, maintenance, preservation and operation of the streets and common area, recreation facilities, landscaping, surface water management system, and the like, as may now or hereafter be created by the recordation in the Public Records of Polk County, Florida, of that certain "Declaration of Covenants, Conditions and Restrictions" regarding the property described above, as the same from time to time may be amended as therein provided (which Declaration, and all amendments thereto now or hereafter made, are hereafter collectively called the "Declaration") and within any additions to the above-described property as may hereafter be brought within the jurisdiction of the Association. For the foregoing purposes, this Association is

empowered to:

(a) exercise all of the powers and privileges, and to perform all of the duties and obligations, of this Association as set forth in the Declaration, the terms and provisions of which are herein incorporated by reference; and

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

(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 this Association and

(d) borrow money, and with the assent of two-thirds (2/3) of the votes of each Class of members present and voting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) dedicate, sell or transfer all or any part of this Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided, however, no such dedication or

transfer shall be effective unless an instrument has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members, agreeing to such dedication, sale or transfer; and

(f) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each Class of members; and

(g) annex additional real property in accordance with the provisions of the Declaration, with such annexation, extending the jurisdiction, function, duties, and membership of this corporation to the real property thereby annexed; and

(h) from time to time adopt, alter, amend and rescind reasonable rules and regulations governing the use of lots, common areas, recreation facilities, surface water management system, and the like, as described in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the declaration and with the provisions of these Articles of Incorporation; and

(i) sue and be sued; and

(j) contract for services to provide for operation and maintenance of the surface water management system; and

(k) to provide, as required by the Southwest Florida Water Management District, for the inspection of the surface water management system by a Florida registered professional engineer to assure that the system is properly operated and maintained.

Inspection schedules will be specifically stated in the permit. A written report of the findings of the inspection shall be filed with the district within thirty (30) days of the date of the inspection.

(l) operate and maintain common area, specifically the surface water management as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.

(m) have and to exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise; and

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such Section.

ARTICLE IV

Membership

Every person or legal entity who holds legal title of record to any undivided fee simple interest to any Lot which is subject to the provisions of the Declaration to assessment by this Association shall be a member of this Association, including contract sellers, but excluding all other persons or entities who hold an interest in any Lot merely as security for the performance of an obligation. An owner of more than one such Lot shall be entitled to one

membership for each such Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the provisions of the Declaration.

ARTICLE V

Voting Rights

This Association shall have two Classes of voting membership: CLASS A:

Class A members shall be all Owners (as defined in the Declaration), with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an ownership interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any Lot. Prior to the time of any meeting at which a vote is to be taken, each co-owner shall file the name of the voting co-owner with the Secretary of this Association in order to be entitled to a vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

CLASS B: Class B member(s) shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total outstanding in the Class B membership;
or

(b) on December 31, 1997; or

(c) when Declarant, in its sole discretion, so determines.

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed by a Board of Directors initially composed of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment to the Bylaws of this Association but shall never be less than three (3). From and after the annual meeting immediately following the expiration of Class B membership in this Association, the Board shall at all times be composed of at least nine (9) Directors. At all times, the members of the Board of Directors shall consist of an odd number and shall be divided as equally as the number of directors will permit into three (3) classes; Class 1, Class 2, and Class 3. The term of office for all Directors shall be three (3) years, except that the term of office of the initial Class 1 Director(s) shall expire at the annual meeting next ensuing, the term of office of the initial Class 2 Director(s) shall expire two (2) years thereafter. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualified, unless they sooner shall die, resign or are removed, are:

CLASS 1 DIRECTOR

Mitchell Kalogridis, whose address is 2435 Highway 27 North
Davenport, Florida 33837

CLASS 2 DIRECTOR

Mitchell Davis, whose address is 605 Whitehills Drive
Rockwall, Texas 75087

CLASS 3 DIRECTOR

Helen Dauckom, whose address is 616 Bayberry Drive
Chapel Hills, N.C. 27514

It is the intent of these Articles that, at all times hereafter, the Directors shall be classified as to term of office in the manner hereinabove provided for the initial Board, so that, as nearly as the number of Directors will permit, one-third (1/3) of the Directors of this Association shall be elected at each annual meeting of this Association. Directors shall be eligible to serve successive terms in office without limitation.

ARTICLE VII

Officers

Section 1. Enumeration of Officers. The officers of this Association shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by Resolution create. The President and Vice-President shall be members of the Board of Directors. The office of Treasurer may be combined with the office of Secretary of this Association, and the Treasurer, or any other officers, may be a Director of this

Association.

Section 1. Election of Officers. The election of officers shall take place at the first meeting of the board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless he dies, resigns, or is removed, or otherwise disqualified to serve.

Section 4. Initial Officers. The names and addresses of the Officers of this Association who, subject to these Articles and the Bylaws of this Association and the Laws of the State of Florida, shall hold office for the first year of the existence of this Association, or until an election is held by the Directors of this Association for the election of officers, if earlier, and until their successors have been duly elected and qualify, unless they sooner die, resign or are removed, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Mitchell Kalogridis/President/		2435 Hwy., 27 N. Davenport, Fl. 33837

Section 5. Removal. Any Director may be removed from the Board for cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board, even if less than a quorum, and shall serve for the unexpired term of his predecessor, unless he sooner dies, resigns or is removed, or otherwise disqualified to serve.

ARTICLE VIII

Subscriber

The name and resident address of the subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Mitchell Kalogridis 2435 Hwy., 27, North, Davenport, Fl 33837

ARTICLE IX

DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

The name and street address of the Registered Agent/Registered Office, shall be, Mitchell Kalogridis, 2435 Highway 27 North, Davenport, Fl., 33837.

ARTICLE X

Dissolution

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this 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, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X

Duration

This Association shall exist perpetually.

ARTICLE XI

Bylaws

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws shall be altered or rescinded by a majority vote of a quorum of members present at any regular or special meeting of the membership duly called and convened.

ARTICLE XII

Amendments

Any amendments of these Articles shall be proposed by any member of this Association at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to cast at least two-thirds (2/3) of the total votes eligible to be cast at any regular or special meeting of the membership duly called and convened.

ARTICLE XIII

Indemnity

The corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, pursuant to the provisions

contained in Section 617.028, Florida Statutes (1987), or additions and amendments thereto.

ARTICLE XIV

H.U.D./V.A. Approval

As long as there is Class B. membership, the following actions will require the prior approval of the Housing and Urban Development Agency and/or the Veterans Administration if an application for mortgage guarantee has been made and not withdrawn for any property subject to these Articles of Incorporation:

- (a) Annexation of additional properties,
- (b) Mergers and consolidations
- (c) Mortgaging of the Common Area,
- (d) Dissolution of this Corporation,
- (e) Amendment to these Articles of Incorporation.

ARTICLE XV

Interpretation

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provision of these Articles. In subscribing and filing these Articles. it is intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by Law, that the provisions of these Articles and of the Declaration be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the incorporator of this Association has executed these Articles of Incorporation this 31st day of May, 1996.

Mitchell Kalogridis

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 31st day of May, 1996, by Mitchell Kalogridis, who is personally known to me or who has produced _____ as identification.

Jo Ann D. Burnett
Jo Ann D. Burnett
Notary Public

My Commission Expires on:



JO ANN D. BURNETT
MY COMMISSION # CC364399 EXPIRES
July 26, 1998
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF RESIDENT AGENT

HAVING BEEN NAMED as resident agent for this Corporation at the office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

Madell Kelgus

FILED

96 JUN 21 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

LOTS 1 THRU 32 INCLUSIVE AND TRACTS A AND B
ALL IN PHOENIX I SUBDIVISION AS RECORDED IN
PLAT BOOK 101, PAGE 3 OF THE PUBLIC RECORDS OF
POLK COUNTY, FLORIDA.