

LAW OFFICE OF
JOSEPH G. BYWATER

P.O. DRAWER 2607
LAKELAND, FLORIDA 32007

PHONE: 841/000-5100

N96000005161

September 25, 1996

600001959026
-09/27/96--01044--003
*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Herndon Woods Property Owners Association, Inc.

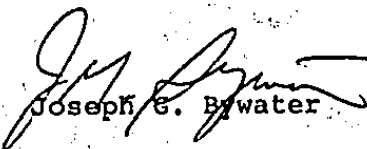
Dear Sir:

Enclosed are the Articles of Incorporation regarding the above non-profit corporation to be filed and one copy to be returned to me.

Also enclosed a return envelope and my check in the sum of \$50.00 representing the following:

Filing Fee	\$ 35.00
Filing of Registered Agent	35.00

Sincerely,


Joseph G. Bywater

JGB/mc

Enclosures

c: Mr. John Herndon

RECEIVED
OCT - 7 - PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10/10/96 25632





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1996

JOSEPH G. BYWATER, LAW OFFICES
P.O. BOX DRAWER 2807
LAKE LAND, FL 33806-2807

SUBJECT: HERNDON WOODS PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: W96000020632

We have received your document for HERNDON WOODS PROPERTY OWNERS ASSOCIATION, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three 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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 296A00044752

ARTICLES OF INCORPORATION
OF
HERNDON WOODS PROPERTY OWNERS ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -7 PM 4:17

FILED

We, the undersigned, acknowledge and file in the office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

The name of this corporation shall be HERNDON WOODS PROPERTY OWNERS ASSOCIATION, INC., and the principal office shall be in Lakeland, Polk County, Florida, at 404 Eunice Drive.

ARTICLE II

The purposes for which this corporation is formed are as follows:

- (a) To form an "association" to establish and collect assessments from the property owners and members for the purposes of operating, maintaining, repairing, improving and administering the common property.
- (b) To establish by-laws for the operation of the association.

To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida laws, including the capacity to:

- (a) Own and convey property;
- (b) Operate and maintain common property, including but not limited to the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances;
- (c) Establish rules and regulations;
- (d) Assess members and enforce said assessments;
- (e) Sue and be sued;
- (f) Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company;
- (g) Require all the property owners to be members;

(h) Exist in perpetuity; however, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation; and

(i) Take any other action necessary for the purposes for which the Association is organized.

No part of the income of this corporation shall be distributed to the members, directors and officers of the corporation.

ARTICLE III

Section 1. All property owners shall automatically be members, and their membership shall automatically terminate when they are no longer owners.

Section 2. There shall not be more than one (1) voting member for each parcel which he owns at a meeting of the association. A corporation or any individual with an interest in more than one (1) parcel may be designated the voting member for each parcel in which he owns an interest.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The name and address of the subscriber are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lee Thornburg	2026 Kirkland Rd. Auburndale, FL 33823

ARTICLE VI

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Directors, composed of not less than three (3) nor more than five (5) individuals, unless the number is changed by by-law or changed by the Directors.

Section 2. The original Directors set forth in these Articles of Incorporation shall serve until the first annual meeting as provided for in the by-laws. Directors thereafter shall be elected to serve for a term of one (1) year, and shall be elected by the voting members in accordance with the by-laws at a regular annual meeting of the corporation to be held at such time as may be determined in the manner prescribed in the by-laws.

Section 3. All officers shall be elected by the Board of Directors in accordance with the by-laws at the regular annual meeting of the Board of Directors. The Board of Directors shall elect, from among the members, a President, Vice-President, Secretary, Treasurer and such other officers as they shall deem desirable, consistent with the corporate by-laws.

Article VII

The names of the officers who shall serve until the first election are as follows:

<u>NAME</u>	<u>TITLE</u>
Lee Thornburg	President
John Herndon	Vice President
Holly Baker	Secretary-Treasurer

ARTICLE VIII

The following persons shall constitute the first Board of Directors, and shall serve until the first election of the Board of Directors at the first regular annual meeting of the members:

<u>NAME</u>	<u>ADDRESS</u>
Lee Thornburg	2026 Kirkland Rd. Auburndale, FL 33823
John B. Herndon	404 Eunice Drive Lakeland, FL 33803
Holly H. Baker	404 Eunice Drive Lakeland, Florida 33801

ARTICLE IX

The by-laws of this corporation may be altered, amended, or rescinded at any duly called meeting of the members, provided that the notice of meeting contains a full statement of the proposed amendment, a quorum is in attendance, and there be an affirmative vote of seventy-five percent (75%) of the qualified voting members of the corporation.

ARTICLE X

Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alterations, amendment or rescission, shall be in writing filed by the members, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary will give to each voting member notice setting out the proposed alteration, amendment or rescission and the time of the meeting at which such proposal will be voted upon, and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and it shall be given in a manner provided in the by-laws. An affirmative vote of seventy-five percent (75%) of the qualified voting members of the corporation is required for the requested alteration, amendment, or rescission.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles, either before, at, or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

ARTICLE XI

The street address of the initial registered agent of this corporation is: 2000 East Edgewood Dr., Suite 100B, Lakeland, FL 33803, and the name of the initial registered agent of this corporation at that address is: Joseph G. Dywater.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at
Lakeland, Polk County, Florida this 2nd day of March, A.D. 1994.

Signed, sealed and delivered
in the presence of:

Holly Baker
Holly Baker
John D. Herndon
John D. Herndon

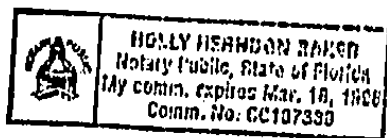
Lee A. Thornburg
Lee A. Thornburg

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day personally appeared before me,
the undersigned officer, duly authorized to take acknowledgments,
Lee A. Thornburg, to me well known and known to me to be the subscriber
described in and who executed the foregoing Articles of Incorporation,
and they acknowledged before me that he executed the same freely and
voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Lakeland, Polk County,
Florida, this 2nd day of March, A.D. 1994.



Holly Herndon Baker
Notary Public
Holly Herndon Baker
My commission expires:

3-18-96

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

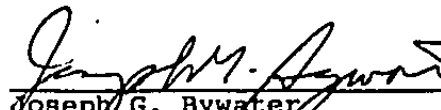
IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT HERNDON WOODS PROPERTY OWNERS ASSOCIATION, INC.
WITH ITS PLACE OF BUSINESS AT: LAKE LAND, POLK COUNTY, FLORIDA
HAS NAMED: JOSEPH G. BYWATER
LOCATED AT: 2000 E. EDGWOOD DRIVE - SUITE 108B
CITY OF LAKE LAND, STATE OF FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: 9/25/96


Joseph G. Bywater
Registered Agent

96 OCT -7 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

N96000005101

GERALD A. MARTIN, ESQUIRE

SUITE 100
2304 SOUTH MILITARY TRAIL
WEST PALM BEACH, FLORIDA 33415

TELEPHONE: (561) 641-5517
FAX: (561) 966-3932

March 24, 1997

100002125511--1
-03/27/97--01011--001
*****35.00 *****35.00

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

Re: Amended and Re-stated Articles of Incorporation for
Fraternal Order of Police, District Four, Memorial Fund, Inc.

Dear Division of Corporations:

Enclosed please find Revised and Re-stated Articles of Incorporation for the above Corporation, which we are sending for filing with the State of Florida, Division of Corporations. The attached check in the amount of \$35.00 represents the filing fee for same.

In due course, please return notice of filing to our office, along with a copy of the filed Amended and Re-stated Articles of Incorporation.

If there are any questions or problems, please do not hesitate to contact me.

Sincerely,

Becky Wadsworth

Becky Wadsworth, Secretary
Gerald A. Martin, Esquire

:bw

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 AM 9:26
APR 14 1997
Tallahassee, FL
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1997

BECKY WADSWORTH, SECRETARY
LAW OFFICES GERALD A. MARTIN
SUITE 100, 2304 SOUTH MILITARY TRAIL
WEST PALM BEACH, FL 33415

SUBJECT: FRATERNAL ORDER OF POLICE, FLORIDA STATE LODGE,
DISTRICT FOUR, MEMORIAL FUND, INC.
Ref. Number: N96000005101

We have received your document for FRATERNAL ORDER OF POLICE, FLORIDA STATE LODGE, DISTRICT FOUR, MEMORIAL FUND, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are NO 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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 997A00015915

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRATERNAL ORDER OF POLICE,
DISTRICT FOUR, MEMORIAL FUND, INC.**

FILED
SECRETARY OF STATE
DIVISION
97 APR 14 AM 9:26

These Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors of this Corporation by Board of Director's Unanimous Consent, dated February 28, 1997, that there are no members entitled to vote on said Amendment, and that same repeal and supersede all prior Articles of Incorporation of Fraternal Order of Police, District Four, Memorial Fund, Inc. This Corporation was originally incorporated on October 2, 1996, under the name of Fraternal Order of Police, Florida State Lodge, District Four, Memorial Fund, Inc.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

FRATERNAL ORDER OF POLICE, DISTRICT FOUR, MEMORIAL FUND, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law. The corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

GENERAL PURPOSES

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Without limiting the foregoing, the purposes for which this Corporation is formed are:

A. To acquire and erect a Memorial Statue recognizing and honoring all law enforcement officers in Palm Beach County, Martin County, St. Lucie County, Indian River County and Okeechobee County, Florida, who have died in the line of duty;

B. To promote, encourage and disseminate information to the members and to the public, at large, pertaining to effective law enforcement;

C. To provide an opportunity for the exchange of ideas and opinions, and for the study and discussion of various aspects of law enforcement for the community as a whole;

D. To exercise all rights and powers conferred by laws of the State of Florida upon nonprofit corporations, including without limitation, to acquire by bequest, devise, gift, purchase, lease, or otherwise, any property of any sort or nature without limitation as to its amount of value, and expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

ARTICLE IV

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial Registered Office of this Corporation in the State of Florida is:

2304 South Military Trail
Suite 100
West Palm Beach, FL 33415

and the name of its Initial Registered Agent at such address is:

Gerald A. Martin

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The Corporation shall have six (6) Directors. The manner of election of Directors shall be set forth in the By-Laws of the Corporation. The number of Directors may be increased or decreased, from time to time, in the manner provided in the By-Laws of the Corporation, but shall never be less than three (3) Directors.

The names and street addresses of the initial Directors of the Corporation who shall hold office for the first year or until their successors are elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Paul R. Fafeita	6345 7th Lane Vero Beach, FL 32968
Thomas G. Holley	6204 Santa Catalina West Palm Beach, FL 33415
Edward J. Manak	2499 Nassau Road West Palm Beach, FL 33406
Robert Booth	316 Shady Lane Palm Springs, FL 33461

Edgar Burroughs

421 Davis Road
Palm Springs, FL 33461

Henry Marchman

691 Sneed Circle
West Palm Beach, FL 33413

with the principal offices of the Corporation being at 3175 South Congress Avenue,
Suite 305, Palm Springs, Florida 33461.

ARTICLE VII

INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is

NAME

ADDRESS :

Paul R. Fafeita

6345 7th Lane
Vero Beach, FL 32968

ARTICLE VIII

AMENDMENT TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment thereto, and all rights and privileges conferred upon the Directors, and Officers are subject to this reservation. Further, these Articles of Incorporation may be amended by the manner prescribed by the laws of the State of Florida, as amended, from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law. Further, such amendment(s) shall be in compliance with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, so as to maintain the Corporation's tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE X

AMENDMENT TO BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in the By-Laws or any amendment thereto, and all rights and privileges conferred upon

the Directors, and Officers are subject to this reservation. Further, the By-Laws may be amended by the manner prescribed by the laws of the State of Florida, as amended, from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law. Further, such amendment(s) shall be in compliance with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, so as to maintain the Corporation's tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, the incorporator, any director, officer, employee or agent of the Corporation, or any former director, officer, employee or agent of the Corporation, or any person who at the request of the Corporation was or is serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

POWERS

This Corporation shall have all powers provided for Corporations Not for Profit by Chapter 617 of the Florida Statutes or corresponding provisions of any subsequent statute, and all the powers of any other statute or law which do not in any way adversely affect the corporation's status as a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE XII

NON-STOCK BASIS

The Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

ARTICLE XIII

MEMBERSHIP

This Corporation shall have no members.

ARTICLE XIV

GENERAL PROVISION

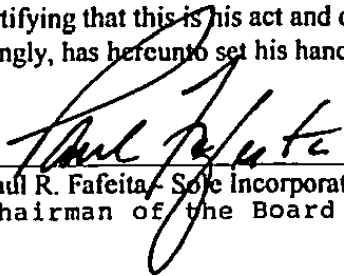
This Corporation shall at the first meeting of the Directors, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations of business and conduct other affairs of the Corporation, in such other provisions as they may determine necessary for creating, guiding, limiting and regulating the powers of the Corporation and the Directors, provided such provisions are not contrary to the laws of the State of Florida and Section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE XV

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors, after paying, or making provisions for the payment, of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to a non-profit organization which is operated exclusively for charitable, educational or scientific purposes and, at the time, qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation. Any such assets not so disposed of shall be disposed of by the Court having jurisdiction in the County in which the principal office of the Corporation is then located, exclusively for such purposes as said Court shall determine.

IN WITNESS WHEREOF, the undersigned being the sole incorporator hereinbefore named, for the purpose of forming a Corporation not for profit pursuant to Florida Statutes Chapter 617 of the State of Florida, does make this Certificate of Incorporation, hereby declaring and certifying that this is his act and deed and that the facts herein stated are true and, accordingly, has hereunto set his hand this 20 day of MARCH, 1997.


Paul R. Fafeita - Sole Incorporator
Chairman of the Board

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, an officer duly authorized to take acknowledgments and administer oaths in the State and County set forth above, personally appeared PAUL R. FAFEITA, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation for the uses and purposes therein set forth, and he provided proper identification and/or is known to me personally.

In witness whereof, I have hereunto set my hand and official seal in the State and County aforesaid, this 20 day of MARCH, 1997.

My Commission Expires:

NOVEMBER 21, 1998

Edward Joseph Manak
Notary Public

Notary Stamp:



EDWARD JOSEPH MANAK
My Commission OC410848
Expires Nov. 21, 1998
Bonded by NFNU
800-224-6368

CERTIFICATE OF REGISTERED AGENT
OF
FRATERNAL ORDER OF POLICE,
DISTRICT FOUR, MEMORIAL FUND, INC.

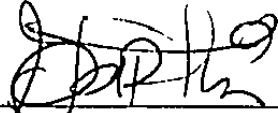
Pursuant to Chapter 617 of the Florida Statutes, the following is submitted, in compliance with said Act:

That Fraternal Order of Police, District Four, Memorial Fund, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of West Palm Beach, County of Palm Beach, State of Florida, has named Gerald A. Martin, located at 2304 South Military Trail, Suite 100, West Palm Beach, FL 33415, as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act and the provisions of Chapter 48.091, Florida Statutes, relating to keeping open said office.

Dated this 12th day of MARCH, 1997.



Gerald A. Martin - Registered Agent