

N98000001371

Stephen F. Baker
ATTORNEY AT LAW
565 AVENUE K, S. E.
WINTER HAVEN, FLORIDA 33880

TEL: (941) 299-2118
FAX: (941) 299-9868

February 25, 1998

OUR FILE NO:
81023

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE FL 32314

Re: SPANISH TRACE OWNERS ASSOCIATION, INC.

Gentlemen:

Please find enclosed herewith the original and two copies of the Articles of Incorporation of the above corporation, and a Designation of Resident Agent. Please send a Certificate of Status directly to this office.

Also enclosed is a check in the amount of \$78.75 to cover the costs of the filing fee, Registered Agent designation and Certificate of Status.

Thank you for your cooperation and assistance in this matter.

Cordially yours,

Stephen F. Baker
Stephen F. Baker

SFB/clh
Enclosures

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*****78.75 *****78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR -9 PM 2:53/3

B. BROCK MAR 09 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1998

STEPHEN F. BAKER, ESQUIRE
565 AVENUE K, S.E.
WINTER HAVEN, FL 33880

SUBJECT: SPANISH TRACE OWNERS ASSOCIATION, INC.
Ref. Number: W98000004632

We have received your document for SPANISH TRACE OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of 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 (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 898A00011623

ARTICLES OF INCORPORATION

OF

SPANISH TRACE OWNERS ASSOCIATION, INC.

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The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be SPANISH TRACE OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

PURPOSE

2.1 The purpose or purposes for which this corporation is organized are the following: To provide for and promote the general and social welfare, common good, comfort, safety and benefit of the members of the Association for the purpose of maintaining Spanish Trace Subdivision, Polk County, Florida.

2.1 The Association shall make no distribution of income to its members, directors or officers, and does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE III

POWERS

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

3.1 Powers complying with Southwest Florida Water Management District.

The corporation shall have the following powers in compliance with the rules and regulations of the Southwest Florida Water Management District:

- (i) The power to own and convey property;
- (ii) The power to operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances;
- (iii) The power to establish rules and regulations;
- (iv) The power to assess members and enforce said assessments;
- (v) The power to sue and be sued;

- (vi) The power to contract for services to provide for the operation maintenance if the Association contemplates employing a maintenance company;
- (vii) The power to require all the homeowners, lot owners, property owners or unit owners to be members;
- (viii) The power to 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;
- (ix) The power to take any other action necessary for the purposes for which the Association is organized.

3.2 The Association shall have all of the common-law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles.

3.3 The Association shall have all of the powers and duties set forth in these Articles, the By-Laws and all of the powers and duties reasonably necessary to operate the Association, pursuant to the Declaration and By-Laws and as it may be amended from time to time, including but not limited to the following:

(a) To fix and collect due and assessments from members of the Association; to pay all expenses in connection with the management of the Association 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 Association.

(b) To make and amend reasonable rules and regulations.

(c) To enforce by any legal means these Articles, the By-Laws of the Association and the rules and regulations referred to in paragraph (b) above.

(d) To have and to exercise any and all powers, rights and privileges which a corporation organized under the General Non-Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

(e) To employ personnel or management firms to perform the services required for proper operation of the Association.

(f) To maintain accounting records according to good accounting practices which shall be open to inspection by all members of the Association at reasonable times, written

summaries of which shall be supplied at least annually to the members.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

4.1 Membership.

(a) Each owner of a lot at Spanish Trace Subdivision, Polk County, Florida shall become a member of the Association, subject to and bound by the Association's Articles of Incorporation, By-Laws, and rules and regulations.

(b) During any period in which a member shall be in default in the payment of any dues, the voting rights and right to use any of the facilities which the Association may provide may be suspended by the Board of Directors until dues are paid. In the event of violation by members of any rules and regulations established by the Board of Directors, such members voting and use rights may be suspended by the Board after a hearing to which the general requirements of due process shall be observed. Such hearing shall be held by the Board (or committee therefor) after giving such member ten (10) days prior written notice by registered or certified mail, specifying such alleged violation, and setting the time, place and date of the hearing. Determination of violations shall be made by majority vote of the Board of the committee therefor, and such action shall thereby be conclusive.

4.2 Voting and Voting Rights.

(a) Each member shall have one vote in the affairs of the Association, provided, however, that there shall be only one (1) vote per lot.

ARTICLE V

DIRECTORS

5.1 The affairs of the Association will be managed by a Board of Directors consisting of the number of directors determined by the By-Laws, but not less than three (3) directors and, in the absence of such determination, shall consist of the three (3) directors.

5.2 Directors of the Association shall be elected by an annual meeting of the members in the manner determined by the By-Laws. Directors maybe removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3 The initial terms of the Board of Directors shall be staggered so that no more than one third (1/3) of the total members of the Board of Directors shall come up for re-election

each year; provided, however, that no term of office for a member of the Board of directors of this Association shall exceed three (3) years in length. This shall not prevent a director from remaining on the Board of Directors for a period of time longer than three (3) years provided that the term for which he or she is elected does not exceed three (3) years in length.

5.4 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:

Marvin Kaplan

P. O. Box 800845
Aventura, FL 33280-0845

Catherine Ellison

147 Parsons Rd.
Longwood, FL 32750

ARTICLE VI

OFFICERS

The officers of the Association will be as follows:

President - Marvin Kaplan

P. O. Box 800845
Aventura FL 32746

Secretary - Catherine Ellison

147 Parsons Rd.
Longwood, FL 32750

ARTICLE VII

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a director or officer and is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director officer may be entitled.

ARTICLE VIII

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS

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

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

(1) Such approvals must be by not less than 66-2/3% of the entire membership of the Board of Directors and by not less than 66-2/3% of the votes of the entire membership of the Association; or

(2) By not less than 75% of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any changes in Section 3.3 of Article III, without approval in writing by all members.

9.4 A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Polk County, Florida.

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

DISSOLUTION

Upon dissolution of the Association, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created and in that event such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization organized and operated for similar purposes.

ARTICLE XII

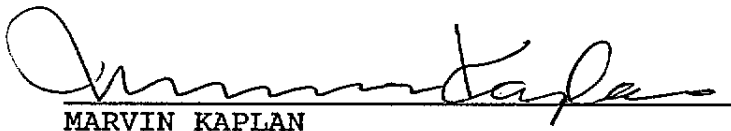
SUBSCRIBERS

The subscriber to these Articles of Incorporation shall be:

Marvin Kaplan

P. O. Box 800845
Aventura, FL 33280-0845

IN WITNESS WHEREOF, the subscriber has affixed his signature this 17 day of Feb, 1998.


MARVIN KAPLAN

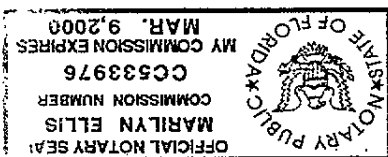
STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, on this 17 day of Feb, 1998, personally appeared MARVIN KAPLAN, to me known to be the subscriber described in the foregoing Articles of Incorporation of SPANISH TRACE OWNERS ASSOCIATION, INC., and acknowledged the same, and after being by me first duly cautioned and sworn, upon his oath, deposes and says that it is intended in good faith to carry out the purposes and objects set forth herein.

S E A L


NOTARY PUBLIC



My commission expires: 3/9/2000
STATE OF FLORIDA

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OFFICE OF THE SECRETARY OF STATE

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Certificate Designating Place of Business, or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors

In pursuant of Chapter 47.34, Florida Statutes, the following is submitted in compliance with said Act:

That SPANISH TRACE OWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 147 Parsons Rd., Longwood, FL has named STEPHEN F. BAKER as its agent to accept service of process within this State, 565 Ave. K, S.E., Winter Haven, Florida 33880.

OFFICERSADDRESS

Marvin Kaplan - President

P. O. Box 800845
Aventura, FL 33280-0845

Catherine Ellison - Secretary

147 Parsons Rd.
Longwood, FL 32750DIRECTORSADDRESS

Marvin Kaplan

P. O. Box 800845
Aventura, FL 33280-0845

Catherine Ellison

147 Parsons Rd.
Longwood, FL 32750

Stephen F. Baker

565 Avenue K, S.E.
Winter Haven, FL 33880

SPANISH TRACE OWNERS ASSOCIATION, INC.

BY: 

MARVIN KAPLAN, President

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keep open said office.


STEPHEN F. BAKER, Registered Agent