

**MILLER, CROSBY & MILLER, P.A.**  
ATTORNEYS AT LAW

*N9800002581*

RICHARD A. MILLER  
Board Certified Real Estate Lawyer

ROBERT T. MILLER  
SAMUEL G. CROSBY  
Board Certified Civil Trial Lawyer

May 5, 1998

VIA HAND DELIVERY TO THE FUND'S  
LAKELAND BRANCH OFFICE

*Return to  
PLU ASAP*

Attorneys' Title Insurance Fund, Inc.  
Leon Branch  
660 E. Jefferson, Suite 200  
Tallahassee, Florida 32301

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-05/06/98--01016--022  
\*\*\*\*122.50 \*\*\*\*122.50

ATTN: Barbara Keys

Re: GALLOWAY OAKS PROPERTY OWNERS' ASSOCIATION, INC

Dear Ms Keys:

Pursuant to telephone conversation with my assistant, I have enclosed Articles of Incorporation for Galloway Oaks Property Owners' Association, Inc. and this firm's check in the sum of \$122.50 for the state's fee to file a corporation for:

GALLOWAY OAKS PROPERTY OWNERS' ASSOCIATION

Also included is this firm's check in the sum of \$15.00 in payment of your service fee. Thank you for your assistance in this matter.

Sincerely,

MILLER, CROSBY & MILLER, P.A.

*[Signature]*  
Richard A. Miller

RAM:fd  
Enclosures

*[Large handwritten signature]*  
*b/e*

RECEIVED  
MAY -6 AM 9: 9  
DIVISION OF CORPORATION  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
- 98 MAY -6 AM 10: 59  
FILED

ARTICLES OF INCORPORATION  
OF  
GALLOWAY OAKS PROPERTY OWNERS' ASSOCIATION, INC.  
(A Corporation Not For Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY -6 AM 11:00

FILED

We, the undersigned, do hereby associate ourselves together for the purpose of forming a Property Owners' Association.

**ARTICLE I**  
**Name**

The name of this Association shall be GALLOWAY OAKS PROPERTY OWNERS' ASSOCIATION (the "Association") and it shall be located in Polk County, Florida.

**ARTICLE II**  
**Initial Registered Office and Agent**

The street address of the initial Registered Office of the Association, until changed by the Board of Directors, shall be 914 South Florida Avenue, Suite 109, Lakeland, Florida 33803 and the name of the initial Registered Agent of the Association at that address is Robert F. Harper, IV.

**ARTICLE III**  
**Purposes and Powers**

The general purposes and powers for which the Association is formed are as follows:

A. To manage, maintain, construct and repair, for the use of its members, their guests and invitees, all common area improvements now on or to be placed upon Galloway Oakes Subdivision, Plat Book 104, Page 46 Public Records of Polk County, Florida which improvements shall be for recreational purposes and utilities in conjunction therewith, storm water management system, together with all lawns, shrubbery and trees located thereupon. The use of said common facilities shall be governed in accordance with these Articles of Association and By-Laws hereinafter enacted.

B. To manage, maintain and repair ingress, egress and utility easements over, under and across said subdivision.

C. To enact rules of use and to maintain its ownership in any lot or parcel of real property that may be conveyed to the Association for the common use of all members.

D. To enforce the Restrictive Covenants and Conditions of the Galloway Oaks Subdivision, as recorded in Official Records Book 104, Page 46, Public Records of Polk County, Florida either on its own account or in conjunction with other lot owners.

E. To modify said Restrictive Covenants and Conditions on a reasonable basis to prevent undue hardship in the placement of any structures upon any lot in regard to the lot-line setback requirements and the placement of garages with a side-yard entrance.

F. To place easements of record, if necessary, for utility and drainage along the perimeter of any lot-line in Galloway Oaks Subdivision, Plat Book 104, Page 46, Public Records of Polk County, Florida.

G. To maintain and improve traffic control signs, subdivision and roadway name designation signs within Galloway Oaks Subdivision, if any.

H. To maintain and improve private lighting for either decorative effect or security purposes within said Subdivision.

I. To maintain by appointment or retainer, a Building Committee which need not consist of lot owners of Galloway Oaks Subdivision to review plans and specifications required by said lot owners to be submitted in accordance with the Restrictive Covenants and Conditions of said Subdivision hereinabove referenced which Committee for and on behalf of the Association shall be given permission in writing or rejection in writing, as the case may be, to said lot owners as provided herein. No member of the Building Committee shall in any way be subject to liability in granting or failing to grant approval and permission of any plans, specifications and requests brought before said Committee by any person whomsoever.

J. To maintain security within the Subdivision. It shall have the right, but not the duty, to enunciate a Neighborhood Crime Watch Security Program or other similar program for the Subdivision as a whole.

K. To obtain insurance for loss purposes, whether by casualty or liability, covering Directors, Officers, Committee members and employees of the Association. Further, it may bond, if desired, Directors, Officers and employees of the Association.

L. To own and convey property and to pay real estate taxes and utilities attributable thereto and to the common improvements and use thereof.

M. It shall have the duty 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.

N. It shall have the right, but not the duty, to maintain improved or unimproved lots with Galloway Oaks Subdivision wherein lot owners have failed to maintain same in keeping said lot free and clear of debris and trash and unsightly weeds and litter and to assess the costs thereof against said lot owner. It shall have an easement and license of entry over any lot within Galloway Oaks Subdivision for the purpose of this maintenance.

O. To determine, prepare, deliver notice of and collect assessments from the Association members for the purpose of the foregoing and to enforce liens for such assessments uncollected, with interest, by legal action, if necessary.

P. To do every other act as may be reasonably necessary in carrying out that which has been empowered to it under those Restrictive Covenants and Conditions recorded in Official Records Book 104, Page 46, Public Records of Polk County, Florida, its Articles of Association, By-Laws, Rules and Regulations.

Q. To transact any and all lawful business.

Each owner shall be a member of the Association. As a member, each lot owner shall be liable and obligated for payment of a prorata share per each member lot owner of the costs of surface water management, ingress, egress and utility easements pertaining thereto and the use thereof, together with any sums that the membership in accordance with these Articles of Association may vote to spend for those purposes as outlined herein. Each lot membership shall bear equal proportion of each assessment regardless of a lot's location, dimension or size. Any unpaid assessment due at any time shall be and become the obligation of a subsequent owner of a lot upon purchase of said lot.

During the month of December in each year, commencing in 1998, the Board of Directors of the Association shall call a meeting of the membership of the Association for the purpose of electing members of the Board of Directors, fixing the amount of the Association's maintenance, improvement and operation assessment and conducting

old and new Association business for the ensuing year. Annual assessments shall be payable in advance on or before December 31 of each preceding year with the initial annual assessment payable on or before December 31, 1998 for the year 1999. The amount of an equal assessment will depend upon the financial requirements for maintenance, improvements and operation of the common area as desired by the Association members. Special assessments for these purposes may from time to time be made by the Association.

The call for a meeting shall be in writing, shall state the meeting's purpose, shall designate the date (which shall be no less than ten days from the date the call is mailed), time and place of said meeting and shall be mailed to all lot owners at the last addresses for said owners on the books and records of the Association or to the lot owners' addresses as shown on the Polk County tax rolls. The amount of each year's annual assessments and charges shall be determined at the annual meeting by the affirmative written vote of a majority of those lot owners present, in person or proxy, at said meeting who, in voting, either affirmatively or negatively, in writing, shall be deemed a member of the Association in accordance with Article IV.

Following the Association's annual meeting, written annual assessments voted for by the membership for any of those purposes enumerated in Article III shall be mailed by the Association to all lot owners who are members in accordance with Article IV. Annual assessments and charges shall apply to a calendar year, shall be deemed to be due as of January 1 of each year and shall be payable in one annual installment. Sums thus collected by the Association shall be held and expended by it for the sole purposes that said assessments were made.

The Association shall be empowered through its Officers and Board of Directors to place a charging lien against the lot owner's property for non-payment of such assessments, charges and costs that have been properly made hereunder and in accordance with the Charter, By-Laws, Rules and Regulations of the Association. Removal of said lien shall require payment of said lien amount, interest, recording costs and attorney's fees. A lien shall be subordinate to a mortgage lien of any financial institution having a mortgage on said lot whether before or after said lien shall have been placed thereupon. In addition, any financial institution holding a mortgage on any lot and taking title thereto after default through foreclosure or otherwise, shall have no obligation toward the payment of accrued and uncollected assessments, charges and costs on the part of the Association that have accrued to the date that it has taken title to said lot.

#### **ARTICLE IV** **Members**

The Association shall have two classes of voting membership.

**CLASS A.** Class A members shall be all lot owners, with the exception of the declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

**CLASS B.** The Class B members shall be the declarant and shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted in a 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 votes outstanding in the Class B membership; or,

B. On December 31, 1998.

The owner of each lot in Galloway Oaks Subdivision, Plat Book 104, Page 46, Public Records of Polk County, Florida, as provided herein who shall pay the normal and any special assessments which may from time to time be fixed by the Board of Directors of the Association, shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be on the terms and conditions set forth herein as regulated by the Board of Directors of the

Association and it shall be appurtenant to and may not be separated from the ownership of any lots as outlined herein.

Membership shall be on a calendar year basis and shall automatically be transferred during a calendar year with the transfer of lot ownership. There shall be no proration, except as between lot owners of membership assessments and any unpaid assessments due at any time shall be and become the obligation of a new lot owner upon the purchase of said lot.

A member not in good standing with the Association shall include a member that has failed to pay any assessments, charges and costs of the Association during the time period allowed for the payment of same. A member not in good standing with the Association may be denied the right to vote at the Association meetings or to hold office within the Association as well as the use of any recreational facilities within the common areas of the Association or the use thereof by immediate family members, guests and invitees.

#### **ARTICLE V**

The Association shall 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 if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

#### **ARTICLE VI**

Additional lands may be annexed by the declarant without the consent of members within seven years from the date hereof, provided that HUD/The Veterans Administration ("VA") determines that the annexation is in accord with the general plan heretofore approved by it. Annexations contemplated by declarant shall become effective upon the recording of a Supplementary Declaration in the Public Records of Polk County, Florida. Should the declarant, in its sole discretion, determine not to annex additional lands as approved, the general plan of development shall not bind the declarant to make any additions contemplated or to adhere to this plan in the subsequent development of any lands described on Exhibit "A". Additional property which is outside of the area described in Exhibit "A" may be annexed to the property with the consent of two-thirds of each class of members of the Association, any such annexation shall become effective upon the recording of a Supplementary Declaration in the Public Records of Polk County, Florida. As long as there is a Class B membership and as long as HUD/the VA have an interest in Galloway Oaks, the annexation of additional properties will require the prior approval of HUD/the VA.

#### **ARTICLE VII** **Management**

The affairs and business of the Association shall be managed by a Board of Directors and by the following Officers: President, Vice President, Secretary and Treasurer and such other Officers as the Board of Directors shall appoint. The Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors immediately following the annual meeting of the Association. The President and Vice President shall be members of the Board of Directors, but no other Officer need be a member of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible.

#### **ARTICLE VIII** **Officers**

The names of the Officers who are to serve until the first election of Officers by the Board of Directors are:

Robert F. Harper, IV, President  
John Petterson, Vice President  
Guerry Jones, Secretary/Treasurer

**ARTICLE IX**  
**Directors**

1. The Association shall have three Directors initially. Thereafter, the number of Directors may be either increased or diminished from time to time by a vote of a majority of the membership present at any authorized meeting but shall never be less than three.

2. The names and addresses of the persons who are to serve on the first Board of Directors are:

Robert F. Harper, IV; 914 South Florida Avenue; Lakeland, Florida 33803  
John Petterson; 914 South Florida Avenue; Lakeland, Florida 33803  
Guerry Jones; 914 South Florida Avenue; Lakeland, Florida 33803

3. The initial Directors shall serve until the first annual meeting of the Association and thereafter as provided for hereafter.

4. At each annual meeting the members of the Association shall elect the members of the Board of Directors by a plurality of the votes cast at such election and such members shall serve until the next annual meeting of the Association.

5. In the event of the removal, resignation, death or other vacancy of a member of the Board of Directors, the vacancy shall be filled by the remaining Board of Directors. The replacement member of the Board of Directors shall serve the remainder of the term of his predecessor.

6. No member of the Board of Directors or any committee of the Association or any Officer of the Association shall be personally liable to any member of the Association or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of such person or group, provided that such person or group has, upon the basis of such information as may be possessed by him, acted in good faith, without wilful or intentional misconduct.

7. The Board of Directors shall see that all assessments shall be assessed equally against all lot owners as outlined herein. Where there are multiple owners of any lots, such owners shall be jointly and severally liable for the payment of the assessments.

8. The Board of Directors from time to time may adopt By-Laws of the Association which may be amended or rescinded by them. In addition, any By-Laws so adopted may be amended, modified or rescinded at any Association meeting by a majority vote of the members present.

**ARTICLE X**  
**Amendments**

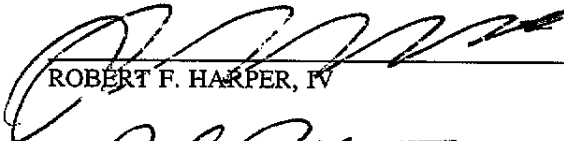

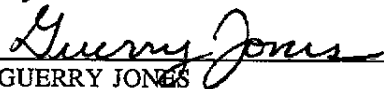
The Association through its membership shall have the absolute right to modify all of the Restrictive Covenants and Conditions pertaining to Galloway Oaks Subdivision, as recorded in Official Records Book 104, Page 46, Public Records of Polk County, Florida by amendment, deletion or addition thereto upon the written direction of 75% or more of the membership in the Association, except that any amendment which would affect the surface water management system, including the water management portions of the common area, must have the prior approval of the Southwest Florida Water Management District or its successor agency.

Other than the foregoing right to modify said Restrictive Covenants and Conditions pertaining to Galloway Oaks Subdivision hereinabove referenced, other amendments to these Articles of Association shall be approved by the Board of Directors, proposed by them to the members and approved at any meeting by a two-thirds vote of the members present, provided that no less than thirty days' notice by mail shall have been given to all members, setting forth the proposed amendments.

IN WITNESS WHEREOF, the undersigned, as subscribers to these Articles of Association, have hereunto set their hands and seals at Lakeland, Polk County, Florida, this \_\_\_\_\_ day of \_\_\_\_\_, 1998.

SUBSCRIBERS  
ROBERT F. HARPER, IV  
JOHN PETTERSON  
GUERRY JONES

ADDRESSES  
914 South Florida Avenue, Lakeland, FL 33803  
914 South Florida Avenue, Lakeland, FL 33803  
914 South Florida Avenue, Lakeland, FL 33803

  
\_\_\_\_\_  
ROBERT F. HARPER, IV  
  
\_\_\_\_\_  
JOHN PETTERSON  
  
\_\_\_\_\_  
GUERRY JONES

STATE OF FLORIDA  
COUNTY OF POLK

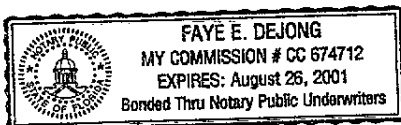
ACKNOWLEDGED before me in the County and State last aforesaid by ROBERT F. HARPER, IV, who is [  ] personally known to me or who has produced his [  ] Florida driver's license, [  ] United State passport, or [  ] \_\_\_\_\_ as identification, and who did take an oath this 17 day of April, 1998.



  
\_\_\_\_\_  
NOTARY PUBLIC ■■ STATE OF FLORIDA

STATE OF FLORIDA  
COUNTY OF POLK

ACKNOWLEDGED before me in the County and State last aforesaid by JOHN PETTERSON, who is [  ] personally known to me or who has produced his [  ] Florida driver's license, [  ] United State passport, or [  ] \_\_\_\_\_ as identification, and who did take an oath this 17 day of April, 1998.



  
\_\_\_\_\_  
NOTARY PUBLIC ■■ STATE OF FLORIDA

STATE OF FLORIDA  
COUNTY OF POLK

ACKNOWLEDGED before me in the County and State last aforesaid by GUERRY JONES, who is [ ] personally known to me or who has produced his [  Florida driver's license, [ ] United State passport, or [ ] \_\_\_\_\_ as identification, and who did take an oath this 17 day of April, 1998.



Faye E. DeJong  
NOTARY PUBLIC ■■ STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 and Chapter 617.023, Florida Statutes, the following is submitted in compliance with said acts:

That GALLOWAY OAKS PROPERTY OWNERS' ASSOCIATION, desiring to organize a corporation not for profit under the laws of the State of Florida with its principal office, as indicated in these Articles of Association, at 914 South Florida Avenue, Lakeland, Florida 33803, as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-named corporation, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

[Signature]  
ROBERT F. HARPER, IV  
Registered Agent

Q:\CLIENTS\HARPER\ART-INC.ASS

**FILED**  
98 MAY -6 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA