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

N98000005112

September 3, 1998

Ms. Carolyn Batten  
Document Specialist  
Department of State  
State of Florida  
P.O. Box 6327  
Tallahassee, Florida 32314

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RE: Phoenix II Homeowners Association, Inc.  
Letter Number: 498A00041727

Dear Ms. Batten:

Enclosed, please find the original and one copy of the Articles of Incorporation of Phoenix II Homeowners Association, Inc. with the correction you requested on page 8.

If you have any questions please feel free to call me collect at the above number.

Very truly yours,

*Robert C. Nettleton*  
Robert C. Nettleton

RCN/jb

Enclosures

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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CB  
9-8-98  
LM



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 11, 1998

ROBERT C. NETTLETON, ESQUIRE  
30 NO. 6TH ST.  
P.O. BOX 277  
HAINES CITY, FL 33845-0277

SUBJECT: PHOENIX II HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W98000018211

We have received your document for PHOENIX II 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):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

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) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 498A00041727

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PHOENIX II  
HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, MITCHELL KALOGRIDIS, LTD.  
A LIMITED PARTNERSHIP organized under the laws of the State of  
Florida, Document Number A97000001815 does 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 II 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 II 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, as amended 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 one 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, 2016; 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 D. Kalogridis, whose address is 2435 Highway 27 North  
Davenport, Florida 33837

CLASS 3 DIRECTOR

Eva Emelio, whose address is 2435 Highway 27 North  
Davenport, Florida 33837

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, registration, 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:

<u>NAME</u>	<u>ADDRESS</u>
Mitchell Kalogridis L.T.D.	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 XI

### Duration

This Association shall exist perpetually.

## ARTICLE XII

### 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 XIII

#### 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 vote 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 XIV

#### 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 XV

#### 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 3rd day of August, 1998.

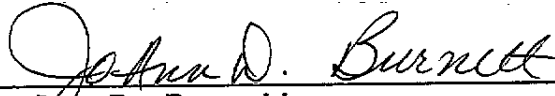
MITCHELL KALOGRIDIS, L.T.D.

BY:   
MITCHELL KALOGRIDIS, PARTNER

**STATE OF FLORIDA**

**COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 3rd, day of August, 1998, by **MITCHELL KALOGRIDIS, PARTNER FOR MITCHELL KALOGRIDIS, L.T.D.**, who is personally known to me and who has not taken an oath.

  
\_\_\_\_\_  
**Jo Ann D. Burnett**  
**Notary Public**  
**Serial Number if any** \_\_\_\_\_

**My Commission Expires on:**



Jo Ann D. Burnett  
MY COMMISSION # CC749434 EXPIRES  
July 26, 2002  
BONDED THRU TROY FAIN 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 states that he is familiar with, and accepts, obligations of that position.

  
\_\_\_\_\_  
**MITCHELL KALOGRIDIS**

**FILED**  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA