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ATTORNEY AT LAW

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June 2, 1999

FILED  
1999 JUN -3 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mrs. Katherine Harris  
Florida Secretary of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, Florida 32399

850-487-6052

RE: Articles of Incorporation  
Eagle Pond Condominium Association, Inc.

100002894441--0  
-06/03/99--01082--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

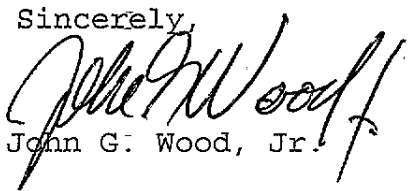
Dear Mrs. <sup>Harris</sup>~~Mortham~~:

Enclosed please find the Articles of Incorporation of Eagle Pond Condominium Association, Inc. to be filed with the State of Florida. I have enclosed a check in the sum of \$122.50 representing the following fees:

\$ 35.00	-	Filing Fee
35.00	-	Registered Agent
<u>52.50</u>	-	Certified Copy
\$ 122.50	-	Total

Please forward a certified copy of the Articles of Incorporation to me. If you should have any questions concerning this matter, please do not hesitate to call me.

Sincerely,

  
John G. Wood, Jr.

JGW:sc  
encls.

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ARTICLES OF INCORPORATION

-of-

EAGLE POND CONDOMINIUM ASSOCIATION, INC.

A Non-Profit Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

ARTICLE I

NAME

The name of this corporation shall be EAGLE POND CONDOMINIUM ASSOCIATION, INC. ("Association"). The terms contained in these Articles of Incorporation shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

ARTICLE II

PURPOSES

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

A. To form an "Association" as defined in Chapter 718, Florida Statutes, as amended ("Condominium Act"), and, as such, to operate, maintain, repair, improve, reconstruct and administer the condominium property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in the Condominium; and to own, operate, lease, sell and trade property, whether real or personal, including units in the Condominium, as may be necessary or convenient in the administration of the Condominium.

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

C. To establish by-laws for the operation of the Condominium property ("By-Laws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Act, the Declaration, these Articles of Incorporation and the By-Laws.

D. The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Condominium Act, the Declaration, these Articles and the By-Laws of the Association.

### ARTICLE III

#### MEMBERS

A. All Unit owners in the Condominium shall automatically be Members of the Association and their memberships shall automatically terminate when titles to their Units are conveyed. If a Member conveys title to his Unit under the provisions of the Declaration, the new owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued...

B. Each Unit shall have one (1) vote in all elections of the Association. An individual, corporation or other entity owning an interest in more than one Unit may be designated as the voting Member for each Unit in which he or it owns an interest.

C. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit. No part of the income of the Association shall be distributed to its Members, directors or officers.

### ARTICLE IV

#### EXISTENCE

This Association shall have perpetual existence. In the event that the Association is dissolved, portions of the Common Elements which consist of the surface water management system shall be dedicated to an appropriate public agency or utility to be devoted to surface water management purposes. In the event that acceptance of such dedication is refused, such portion of the Common Elements shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to surface water management purposes.

### ARTICLE V

#### INCORPORATOR

The name and street address of the incorporator of this corporation are as follows: John G. Wood, Jr., 3601 Cypress Gardens Road, Winter Haven, Florida 33884.

## ARTICLE VI

### DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Administration composed of not less than three (3) persons ("Directors"). All Directors shall be natural persons at least eighteen (18) years of age. The first Board of Administration shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

B. The Directors named in Article VII shall serve until the first election of a director or directors as provided in the By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

C. All officers shall be elected by the Board of Administration in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Administration shall elect from among the Members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Administration but no other officer need be a Director.

## ARTICLE VII

### FIRST BOARD OF ADMINISTRATION

The following persons shall constitute the first Board of Administration and shall serve until the first election of the Board of Administration at the first regular meeting of the membership:

Name	Address
John G. Wood, Jr.	3601 Cypress Gardens Road Winter Haven, Florida 33884
John G. Wood	3601 Cypress Gardens Road Winter Haven, Florida 33884
Thomas H. Wood	3601 Cypress Gardens Road Winter Haven, Florida 33884

## ARTICLE VIII

### OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Administration. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Administration:

Name	Office
John G. Wood Jr.	President/Treasurer
John G. Wood	Vice-President
Thomas H. Wood	Secretary

## ARTICLE IX

### BY-LAWS

A. The By-Laws of this Association shall be adopted by the Board of Administration and attached to the Declaration to be filed among the Public Records of Polk County, Florida. The By-Laws may be amended by the Members in the manner provided in said By-Laws.

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

## ARTICLE X

### AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made by ten percent (10%) of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendments. Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of a majority of the votes of the Members shall be required for approval of the proposed amendment or amendments.

B. Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon, either before, at or after a membership meeting at which a vote is taken to amend these Articles.

C. Notwithstanding anything herein to the contrary, these Articles may be amended only by the Developer of the Condominium during such time as the Developer shall be in control of the Association; provided, further, that the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

## ARTICLE XI

### INDEMNIFICATION

Every Director and 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, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Administration as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

## ARTICLE XII

### ADDRESS

The principal address of the Association shall be 3601 Cypress Gardens Road, Winter Haven, Florida 33884, or at such other place as may be subsequently designated by the Board of Administration.

## ARTICLE XIII

### QUORUM

A quorum at Members, meeting shall be attained by the presence, either in person or by proxy, of persons entitled to cast one-third (33 1/3%) of the votes of Members.

ARTICLE XIV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3601 Cypress Gardens Road, Winter Haven, Florida 33884, and the name of the Association's initial registered agent at that address is John G. Wood, Jr..

ARTICLE XV

THE CYPRESSWOOD COMMUNITY ASSOCIATION, INC.

MEMBERSHIP AND VOTING RIGHTS

A. Membership: Both the Association and every person or entity who is the owner of record of a fee interest in any unit or who is purchasing one or more units under a contract or purchase agreement within the Condominium shall be a member of The Cypresswood Community Association, Inc. and subject to an bound by its Articles of Incorporation, By-Laws, rules and regulations.

B. Voting and Voting Rights: Shall be as specified in The Cypresswood Community Association, Inc., Articles of Incorporation and By-Laws.

C. Assessments: The Association shall pay all the assessments levied by The Cypresswood Community Association, Inc.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 2ND day of June, 1999.

  
JOHN G. WOOD, JR.

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 2ND day of June, 1999, by John G. Wood, Jr., who is personally known to me.



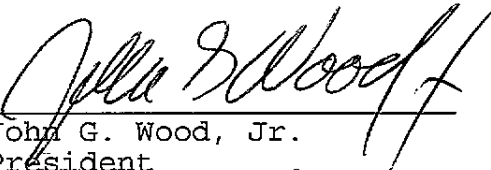
Sharen Coltrane  
MY COMMISSION # CC672452 EXPIRES August 17, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.  
  
NOTARY PUBLIC

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

Pursuant to Section 48.091, Florida Statutes., the following  
is submitted:

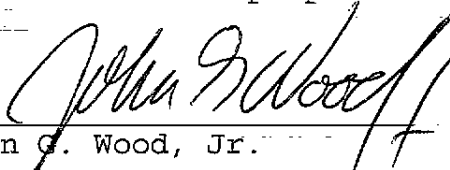
EAGLE POND CONDOMINIUM ASSOCIATION, INC., a non-profit  
corporation, desiring to organize or qualify under the laws of the  
state of Florida, with its principal place of business at, County  
of Polk, State of Florida, located at 3601 Cypress Gardens Road,  
Winter Haven, Florida 33884 as its agent for service of process  
within Florida.

Date: 6/2/99

  
John G. Wood, Jr.  
President

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

Date: 6/2/99

  
John G. Wood, Jr.

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