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THE UNITED STATES
CORPORATION
COMPANY

99 OCT 18 PM 2:57

ACCOUNT NO. : 072100000032 SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REFERENCE : 417199 11405A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : October 18, 1999

ORDER TIME : 11:17 AM

ORDER NO. : 417199-005

CUSTOMER NO: 11405A

9000003017269--7

CUSTOMER: Ms. Denise M. Selby
PETERSON & MYERS, P.A.
PETERSON & MYERS, P.A.
141 5th Street Northwest
Suite 300
Winter Haven, FL 33881

DOMESTIC FILING

NAME: THE GARDENS AT INTERLOCHEN
HOMEOWNERS' ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

192-2555-621
W99-23987

PN 10/28/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT 18 PM 2:28

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 19, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE GARDENS AT INTERLOCHEN HOMEOWNERS'
ASSOCIATION, INC..
Ref. Number: W99000023987

We have received your document for THE GARDENS AT INTERLOCHEN HOMEOWNERS' ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

Please list the street address of each officer/director.

You must list at least one incorporator with a complete business street address.

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 799A00050230

RESUBMIT

Please give original
submission date as file date.

RECEIVED
99 OCT 28 PM 4:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ASSOCIATION OF
OF
THE GARDENS AT INTERLOCHEN HOMEOWNERS' ASSOCIATION, INC.
(a Corporation Not For Profit)**

FILED
99 OCT 18 PM 2: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I-NAME

The name of this Association shall be THE GARDENS AT INTERLOCHEN Homeowners' Association, Inc., (the "Association"), and it shall be located at 601 Sixth Street Southwest, Winter Haven, Polk County, Florida, 33880.

ARTICLE II - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of the Association, until changed by the Board of Directors, shall be 601 Sixth Street Southwest, Winter Haven, Florida 33880, and the name of the initial registered agent of the Association at that address is Robert E. Eddy.

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 The Gardens at Interlochen, Plat Book 109, Page 13, 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 Gardens at Interlochen as recorded in the 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 in a reasonable basis to prevent undue hardship in the placement of any structures upon any lot in regard to lot line setback requirements and the placement of garages with a sideyard setback.

F. To place Easements of record, if necessary, for utility and drainage along the perimeter of any lot line in The Gardens at Interlochen, Plat Book 109, Page 13, Public Records of Polk County, Florida.

G. To maintain and improve traffic control signs, subdivision and roadway name designation signs within The Gardens at Interlochen.

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 The Gardens at Interlochen 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. To operate, maintain and manage common property, specifically the surface water management system as permitted by Southwest Florida Water Management District including lakes, retention areas, culverts, and related appurtenances, including but not limited to contracting for services as to same by a maintenance company, and shall assist in the enforcement of the restrictions and covenants contained herein.

N. It shall have the right, but not the duty, to maintain improved or unimproved lots within The Gardens Interlochen 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 The Gardens at

Interlochen 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 the Public Records of Polk County, Florida; its Articles of Association; By-Laws; Rules and Regulations.

Q. To transact any and all lawful business.

2. A. Each owner shall be a member of the Association. As a member, each Lot owner shall be liable and obligated for payment of a pro-rata share per each member Lot owner of the costs of surface water management, those 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.

B. During the month of December in each year, commencing in 1999, 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 31st or each preceding year with the initial annual assessment payable on or before December 31, 1999, for the year 2000. The amount of an equal assessment will depend upon the financial requirements for maintenance, improvements and operation of the common areas desired by the Association members. Special assessments for these purposes may from time to time be made by the Association.

C. 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 (10) days from the date the call is made 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 owner's 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.

D. Following the Association 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 1st 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. It is understood these assessments are in addition to any assessments levied by Interlochen Homeowners Association, Inc., it's successors or assigns.

E. 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 the payment of said lien amount, interest, recording costs and attorney fees. A lien shall be subordinate to a mortgage lien of any financial institution having a mortgage on said Lot whether 'a 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 (2) classes of voting membership.

CLASS A. Class A member(s) shall be all 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 member(s) shall be the Declarant and Declarant shall be entitled to four (4) votes for each lot owned. The Class B membership shall cease and be converted to a Class A membership on the happening of either of the following events, whichever occurs earlier:

(A) Upon the sale of seventy-five percent (75%) of the lots, or (B) On January 1, 2002.

The owner of each lot in The Gardens at Interlochen, Plat Book 109, Page 13, 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.

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 and other assets of the corporation shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system and other systems shall be dedicated to a similar non-profit corporation.

ARTICLE VI - 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 (2) offices, the duties of which are not incompatible.

ARTICLE VII - OFFICERS

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

E. Ryan Whitehead, President, 601 Sixth Street Southwest, Winter Haven, FL 33880
Robert Nunez, Vice President, 5352 S. Florida Ave., Lakeland, FL 33813
Robert E. Eddy, Secretary/Treasurer, 601 Sixth Street Southwest, Winter Haven, FL 33880

ARTICLE VIII-DIRECTORS

1. The Association shall have three (3) 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 (3).

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

E. RYAN WHITEHEAD, 601 Sixth Street Southwest, Winter Haven, FL 33880
ROBERT NUNEZ, 5352 S. Florida Ave., Lakeland, FL 33813
ROBERT E. EDDY, 601 Sixth Street Southwest, Winter Haven, FL 33880

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 of 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, 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 willful 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 IX **SUBSCRIBER**

The name and address of the subscribing incorporator of these Articles of Incorporation is:

E. Ryan Whitehead, 601 Sixth Street Southwest, Winter Haven, FL 33880

ARTICLE X

The Association through its membership, shall have the absolute right to modify all of the Restrictive Covenants and Conditions pertaining to The Gardens at Interlochen Subdivision as recorded in the 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 the Gardens at Interlochen hereinabove referenced, other amendments to these Articles of Association shall be approved by the Board of Directors, proposed by them to the members.

IN WITNESS WHEREOF, the undersigned, as subscriber to these Articles of Association, has hereunto set his hand and seal this 14 day of October, 1999.

SUBSCRIBER:

THE GARDENS AT INTERLOCHEN
HOMEOWNERS ASSOCIATION, INC.

By: 
E. Ryan Whitehead,
As its: President

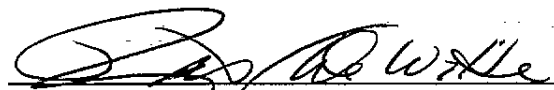
STATE OF FLORIDA)
COUNTY OF POLK)

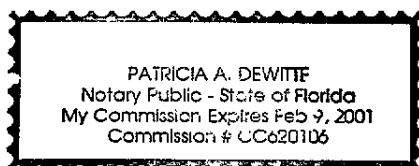
I HEREBY CERTIFY that on this day before me, the undersigned Notary Public authorized in the state and county named above to administer oaths and take acknowledgments, personally appeared E. RYAN WHITEHEAD, as president of The Gardens at Interlochen Homeowners Association, Inc., a Florida corporation, known to me to be the person described in these Articles of Incorporation and he acknowledged before me that he executed the same as Subscriber, on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of October, 1999.

My Commission Expires:

(Affix notarial seal)


NAME: PATRICIA A. DeWitte
Notary Public-State of Florida
Serial No. _____
(if any)



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

FILED

SEP 18 PM 2: 58

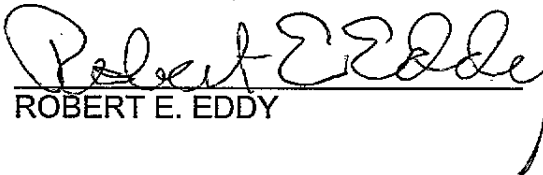
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THE GARDENS AT INTERLOCHEN HOMEOWNERS' ASSOCIATION, INC., desiring
to organize under the laws of the State of Florida with its initial registered office, as
indicated in the Articles of Incorporation, at City of Lakeland, County of Polk. State of
Florida. has named ROBERT E. EDDY, 601 Sixth Street Southwest
Winter Haven, FL 33880, 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
place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.


ROBERT E. EDDY