

N 9900-0005586

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Lake Wales
September 13, 1999

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Division of Corporations
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Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: 1000 Roses Phase II Homeowners Association, Inc.
Articles of Incorporation

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named Florida corporation.

Also enclosed is this firm's check, in the amount of \$78.75, representing payment of the following fees: file Articles - \$35.00, registered agent fee - \$35.00 and certified copy fee - \$8.75.

Upon approval and filing of these articles, please furnish certified copies to the attention of:

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

Once these articles have been filed, please fax a copy of the certification to me at 941-676-0643. If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

Keith H. Wadsworth

/ap

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WC

**ARTICLES OF INCORPORATION
OF
1000 ROSES PHASE II HOMEOWNERS ASSOCIATION, INC.
(a nonprofit corporation)**

I, the undersigned natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation (called the association) is **1000 ROSES PHASE II HOMEOWNER'S ASSOCIATION, INC.**

ARTICLE II

The association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The specific primary purposes for which the association is formed are to provide for maintenance, preservation and architectural control of the residence lots and common area within a certain subdivided tract of real property described as "1000 Roses Phase II" as platted in the public records of Polk County, Florida, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association shall have power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants and Restriction (the declaration) applicable to the subdivision and as recorded in the public records of Polk County, Florida. Such declaration is incorporated by reference herein.

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, 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 on the property of the association;

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(c) Acquire, own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer.

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by assessments on members as provided in the declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE V

The street address of the initial registered office of the association is 455 South Buck Moore Road, Lake Wales, FL 33853, and the name of its initial registered agent as such address is Gary C. Grondin. The principal business address for the association is 1500 West Rose Street, Lake Wales, FL 33853. The mailing address for the association is 1500 West Rose Street, Lake Wales, FL 33853.

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE VII

The Association shall have two classes of voting membership:

1. **Class A:** The Class A members shall consist of all lot owners, except for the Developer, as defined in the declaration. Class A members shall be entitled to one vote per lot. When more than one person or entity holds an interest as an owner in any one lot, all such persons and entities shall be members of the association, but the single vote for such lot shall be cast as the majority in interest of such owners shall determine. In no event shall more than one vote be cast with respect to any one lot, except as provided below for Lots owned by the Developer.

2. **Class B:** The Class B member shall be the Developer, as defined in the declaration. As a Class B member, the Developer shall be entitled to four (4) votes for each lot owned by it. The Class B membership shall cease to exist and shall be converted to Class A membership upon the first to occur of either of the following two events:

- a. When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- b. When, in its discretion, the Developer voluntarily terminates in writing its Class B membership.

Upon the first to occur of the above two events and termination of the Class B membership, the Developer shall become a Class A member and shall be entitled to one vote for each lot owned by it.

ARTICLE VIII

The number of directors constituting the initial board of directors of the association is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Gary C. Grondin
455 South Buck Moore Road
Lake Wales, FL 33853

Daniel M. Grondin
455 South Buck Moore Road
Lake Wales, FL 33853

Pamela J. Calarusse
455 South Buck Moore Road
Lake Wales, FL 33853

The directors shall be elected and serve according to manner set forth in the Bylaws of the association.

ARTICLE IX

On dissolution, the assets of the association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE X

The name and street address of the incorporator is:

Gary C. Grondin
455 South Buck Moore Road
Lake Wales, FL 33853

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 13 day of September, 1999.

Signed, sealed and delivered
in the presence of:

Linda W. Justice
Print Name: LINDA W. JUSTICE

GARY C. GRONDIN
GARY C. GRONDIN
as incorporator

Helen S. Stegman
Print Name: HELEN S. STEGMAN

STATE OF FLORIDA

COUNTY OF POLK

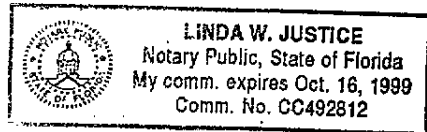
The foregoing Articles of Incorporation was acknowledged before me this 13 day of September, 1999, by GARY C. GRONDIN, who is personally known to me or who has produced a drivers license as identification.

Linda W. Justice

Notary Name:

State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: September 13, 1999


GARY C. GRONDIN

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