

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of SOUTHERN DUNES MASTER COMMUNITY ASSOCIATION, INC., a Florida corporation, filed on February 16, 1994, as shown by the records of this office.

The document number of this corporation is N94000000837.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Eighteenth day of February, 1994



CR2EO22 (2-91)

A handwritten signature in cursive script that reads "Jim Smith".

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

SOUTHERN DUNES MASTER COMMUNITY ASSOCIATION, INC.

FILED
94 FEB 16 PM 2:53
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is SOUTHERN DUNES MASTER COMMUNITY ASSOCIATION, INC. (hereinafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS OF THE ASSOCIATION

The principal office and mailing address of the Association is located at 2235 Crump Road, Winter Haven, Florida 33884.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 2235 Crump Road, Winter Haven, Florida 33884 and the name of the initial registered agent at that address is Terry Donley.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots, Residential Property, Residential Units and Common Area. //

within that certain tract of property (hereinafter referred to as the "Property") more particularly described as:

Tracts A & B of Caribbean Cove according to the plat thereof as recorded in Plat Book 97, Pages 4 and 5, Public Records of Polk County, Florida.

Tracts A, B & C of Villas de Augustine according to the plat there as recorded in Plat Book 97, Pages 7 and 8, Public Records of Polk County, Florida.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association (hereinafter referred to as the "Property") and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Southern Dunes (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded on the Public Records of Polk County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any 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 the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(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 the Association;

(d) Borrow money and, with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in 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 Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer, provided that there shall be no requirement of participation by or agreement of the Members if such dedication, sale or transfer is incidental to a replatting of any portion of the Common Property;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of Members, unless provided otherwise in the Declaration;

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise; and

(h) Operate, maintain and manage the Surface Water Management System applicable to the Property, in the manner provided in the Declaration.

ARTICLE V

MEMBERSHIP

The Declarant (as defined in the Declaration) and every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Residential Unit or Residential Property which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot, which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have three (3) classes of voting membership:

Class A. Class A Members shall be all Owners of improved Residential Units that have been conveyed by a builder or developer of Residential Property. Class A Members shall be allocated one vote for each improved Residential Unit in which they hold the interest required for membership by Article III, Section 1 of the Declaration.

Class B. Class B Members shall be Owners of Residential Property without a Residential Unit thereon other than the Declarant. Class B members shall be allocated one vote for each Residential Unit allowable to the Residential Property (under the Plan) owned by the Class B members.

Class C. The Class C Member shall be the Declarant, or its specifically designated (in writing) successor. The Class C Member shall be allocated a number of votes equal to three times the total number of Class A and Class B votes at any time; provided, notwithstanding the foregoing, if any provision of the Declaration specifically requires a vote of two-thirds or three-fourths of each Class of Members, then for purposes of those votes, the Class C Member shall not be allocated a number of votes equal to three time the total number of Class A and Class B votes. The Class C membership shall cease and become converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- i. Twenty (20) years from the date of recording of the Declaration among the Public Records of Polk County, Florida.
- ii. when 75% of the maximum number of Residential Units allowed for the Properties then subject to this Declaration have been conveyed to Residential Unit Owners.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a Board of three (3) directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the initial directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------------|---|
| <u>Richard M. Woodley</u> | <u>815 Orienta Avenue, Suite 101</u> <u>Altamonte Springs, Fl. 32701</u> |
| <u>Terry Donley</u> | <u>2235 Crump Road</u> <u>Winter Haven, Fl 33881</u> |
| <u>Ralph Forrest</u> | <u>2235 Crump Road</u> <u>Winter Haven, Fl 33881</u> |

At the first annual meeting, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years, and at each annual meeting thereafter the Members shall elect one (1) director for a term of three (3) years; provided, however, that the Declarant shall be entitled (but not

obligated) to appoint one (1) director for so long as the Declarant is the owner of any portion of the Property or Additional Property.

ARTICLE VIII

DISSOLUTION

Except as otherwise provided in the Declaration, the Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, subject to court approval pursuant to Section 617.05, Florida Statutes. Prior to any such dissolution, however, the responsibility for the operation and maintenance of the Surface Water Management System for the Property shall be transferred to and accepted by an entity which complies with Section 40C-42.027, F.A.C., and is acceptable to the applicable Water Management District.

ARTICLE IX

DURATION

The Corporation shall exist perpetually, unless sooner dissolved according to the terms hereof or applicable law.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

Except as provided in the Declaration, as long as there is a Class B and/or Class C Membership the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties other than those expressly contemplated to be annexed by the terms and provisions of the Declaration, mergers and consolidations, mortgaging of Common Property, dedication of Common Property, dissolution and amendment of these Articles.

ARTICLE XII

INCORPORATORS

The names and addresses of the persons signing these Articles are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------------|--|
| <u>Richard M. Woodley</u> | <u>815 Orienta Avenue, Suite 101</u> <u>Altamonte Springs, FL 32701</u> |
| <u>Terry Donley</u> | <u>2235 Crump Road</u> <u>Winter Haven, FL 33881</u> |
| <u>Ralph Forrest</u> | <u>2235 Crump Road</u> <u>Winter Haven, FL 33881</u> |

ARTICLE XIII

INDEMNIFICATION

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

ARTICLE XIV

BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of a quorum of all Members voting in person or by proxy, except that the Federal Housing Administration and the Veterans Administration shall have the right to veto amendments while there is a Class C Membership.

ARTICLE XV

DEFINITIONS AND CONFLICT

Capitalized terms contained herein which are not otherwise defined shall have the definitions and meanings set forth in the Declaration. In the event of a conflict between these Articles and the Declaration, the terms and conditions of the Declaration shall control.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 8th day of Dec, 1993.

Robert W. Dole

James W. Dole

Ralph J. Scurat

STATE OF FLORIDA
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 7th day of Dec, 1993, by [Signature] who is personally known to me or who has produced _____ as identification and who did not take an oath.

[Signature]
Notary Public, State of Florida
Name: [Signature]
Commission No.: AA 71-275
My Commission Expires: _____

(SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE POLK

The foregoing instrument was acknowledged before me this 8th day of December, 1993, by Jerry W. Doxley, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Deborah L. Campbell
Notary Public, State of Florida
Name: Deborah L. Campbell
Commission No.: _____
My Commission Expires: _____

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR. 19, 1994
BONDED THRU GENERAL INS. UNO.

(SEAL)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8th day of December, 1993, by Ralph H. Forest, who is personally known to me or who has produced _____ as identification and who did not take an oath.

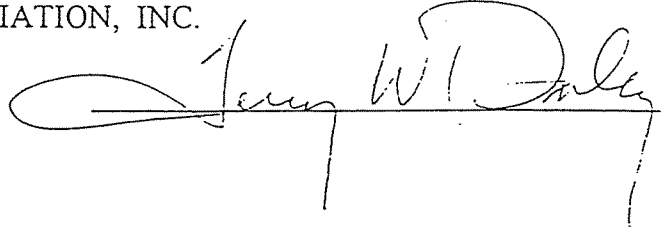
Deborah L. Campbell
Notary Public, State of Florida
Name: Deborah L. Campbell
Commission No.: _____
My Commission Expires: _____

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR. 19, 1994
BONDED THRU GENERAL INS. UNO.

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of SOUTHERN DUNES MASTER COMMUNITY ASSOCIATION, INC.

A handwritten signature in cursive script, appearing to read "Jerry W. Dally", written over a horizontal line.

FILED
94 FEB 16 PM 2:53
OFFICE OF STATE
TALLAHASSEE, FLORIDA