

ARTICLES OF INCORPORATION  
ASHTON COVEY HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, a resident of Florida and of full age, for the purpose of forming a corporation not-for-profit does hereby certify:

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be Ashton Covey Homeowners' Association, Inc. (the "Association").

ARTICLE II  
PRINCIPAL OFFICE

The street address of the initial principal office of the Association is located at 641 Pine Creek drive, Winter Haven, Florida 33884. The mailing address of the Association is P.O. Box 7530, Winter Haven, Florida 33884.

ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be located at 641 Pine Creek drive, Winter Haven, Florida 33883, and the initial registered agent of the Association shall be Austin P. Schreiber. The Association may change its registered agent or the location of its registered office, or both, from time to time, with amendment of these Articles of Incorporation.

ARTICLE IV  
PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the residences, lots and common area within that certain tract of the property (the "Property") described in the Declaration of Covenants, Conditions and Restrictions of Ashton Covey, recorded or to be recorded in the Office of the Clerk of the Circuit Court, Polk County, Florida (the "Declaration") and as the same may be amended from time to time as therein provided, and to promote the health and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

ARTICLE V  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of not less than three (3) directors nor more than five (5), who need not be members of the Association (the "Board"). The manner in which the directors are elected or appointed is as stated in the bylaws of the Association (the "Bylaws").

**ARTICLE VI**  
**POWER OF THE ASSOCIATION**

The Association shall have all the powers, rights and privileges which a not-for-profit corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

In addition to the powers set forth above, the Association shall have all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

1. To perform all the duties and obligations of Association set forth in the Declaration and Bylaws, as herein provided.
2. To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions, and agreements governing or binding Association and the Property.
3. To operate, maintain and manage the common area and surface water management system for the Property in a manner consistent with the Southwest Florida Water Management District (the "District") Permit(s) requirements and applicable District rules, and shall assist in the enforcement of the covenants and restrictions in the Declaration which relate to the surface water management system.
4. To require all owners of residential lots within the Property to be members of the Association.
5. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water management system.
6. To fix, levy, collect and enforce payment, by any lawful means, of all assessments pursuant to the terms of the Declaration, these Articles and Bylaws.
7. To pay all operating costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Property.
8. To own, acquire (by gift, purchase or otherwise), annex, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property in connection with the functions of Association except as limited by the Declaration.
9. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.
10. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of the Association's property, to any public agency, entity, authority, utility or other

person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

11. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

12. To establish, adopt, publish, promulgate, or enforce rules, regulations, covenants, restrictions, or agreements governing the Association, the Property as provided in the Declaration and to effectuate all of the purposes for which the Association is organized.

13. To have and to exercise any and all powers, rights and privileges which a non-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise, and to take any other action necessary for the purposes for which the Association is organized.

14. To employ personnel and retain independent contractors to contract for management of the Association and the Property as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association.

15. To contract for services to be provided to, or for the benefit of, the Association, members of the Association, and the Property as provided in the Declaration such as, but not limited to, telecommunication services, maintenance, garbage pick-up, and utility services.

16. To establish committees and delegate certain of its functions to those committees.

17. To sue and be sued in the name of the Association.

ARTICLE VII  
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as defined in the Declaration) which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described herein. The foregoing shall not 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. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to such a Lot.

ARTICLE VIII  
VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

(a) Class A Members shall be all Owners, except for the Declarant (as defined in the Declaration), as long as the Class B Membership shall exist, and thereafter, the Declarant shall be a Class A Member to the extent it would otherwise qualify. Each Class A Member shall

have one (1) vote for each Lot owned by such member.

(b) Class B Member. The Class B Member shall initially be the Declarant, who shall be entitled to eight (8) votes for each Lot owned by the Declarant. The Class B Member will also include any successors or assigns of the named Class B Member if the Declarant's rights are expressly assigned to such successor or assign. The Class B Membership shall cease and be converted to Class A Membership on the happening of any of the following events: ("Turnover"):

(1) Three (3) months after ninety percent (90%) of the Lots have been conveyed to members of the Association other than the Declarant;

(2) In accordance with the turnover rules or requirements of the Homeowners Association Act, Chapter 720, Florida Statutes (if sooner than (2) above); or

(3) Such earlier date as the Declarant may choose to terminate the Class B Membership upon notice to the Association.

Once more than fifty percent (50%) of the Lots have been conveyed to members of the Association other than the Declarant, Class A Members other than the Declarant shall be entitled to elect at least one (1) member of the Association's board of directors (the "Board").

All votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. After Turnover, the Class A Members may vote to elect the majority of the members of the Board. For the purposes of this Article, builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale shall not be deemed to be Class A Members. After Turnover, for so long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots within the Property, the Declarant may elect at least one (1) Director. After Turnover, the Declarant will be a Class A Member with respect to the Lots which it owns and shall have all rights and obligations of a Class A Member, except that it may not cast its votes for the purpose of reacquiring control of the Association.

ARTICLE IX  
COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The Association shall commence corporate existence on the date of filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity.

ARTICLE X  
AMENDMENTS

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. No amendments shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that conflicts with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE XI  
BYLAWS

The Bylaws shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

ARTICLE XII  
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 XIII  
INCORPORATOR

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


Austin P. Schreiber  
641 Pine Creek drive  
\_\_\_\_\_  
Winter Haven, Florida 33884

ARTICLE XIV  
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area other than is shown on the plat of the Property, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 23rd day of February 2024.

Incorporator:

Austin P. Schreiber   
Printed name: Austin P. Schreiber

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

Ashton Covey Homeowners' Association, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at 641 Pine Creek drive, Winter Haven, Florida 33884, has named and designated Austin P. Schreiber as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for Ashton Covey Homeowners' Association, Inc., at the place designated in this Certificate, I am familiar with the duties and obligations of a Registered Agent under Florida law and I hereby agree to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated this 23rd day of February, 2024.

*Austin P. Schreiber*  
AUSTIN P. SCHREIBER  
Printed name: Austin P. Schreiber,  
Registered Agent

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