2851 1648

State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of QUEEN'S COVE PROPERTY OWNERS ASSOCIATION OF POLK COUNTY, INC., a corporation organized under the Laws of the State of Florida, filed on April 23, 1990, as shown by the records of this office.

The document number of this corporation is N37774.

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Return to:

VINCENT PHILIP NUCCIO
ATTORNEY AT LAW
3939 W. Kennedy Blvd.
Tampa, FL 33609

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 24th day of April, 1990.

Jim Smith

Jim Smith
Secretary of State

CR2E022 (8-89)

FILED

1990 APR 23 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

QUEEN'S COVE PROPERTY OWNERS ASSOCIATION OF POLK COUNTY, INC.

A NON-PROFIT CORPORATION

We, the undersigned, wishing to form a corporation, not for profit, under the laws of the State of Florida, do hereby make and subscribe the following proposed Charter:

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be QUEEN'S COVE PROPERTY OWNERS ASSOCIATION OF POLK COUNTY, INC.

The principal office shall be located in Polk County, Florida, more fully described as 1300-3rd Street S.W., Winter Haven, Florida 33880.

ARTICLE II

OBJECT

The purpose for which this corporation is organized is:

1. To own real estate and to hold the legal or equitable title to same.

2. To maintain said property and to render all services necessary to assure efficient, attractive and satisfactory maintenance of said property, including collecting, and keeping Queen's Cove Subdivision in Polk County, Florida, free from trash and refuse, and to maintain roads, swales and common area within and abutting Queen's Cove Subdivision and to render all services necessary to assure efficient, attractive and satisfactory maintenance thereof.

3. To enforce the restrictions for Queen's Cove Subdivision as recorded in the records of the Clerk of the Circuit Court of Polk County, Florida.

4. To enforce architectural standards for construction in said subdivision, including additions and revisions as, and only as provided in the aforesaid restrictions.

5. To establish, sponsor and administer neighborhood clubs, such as garden club, etc. in said subdivision.

6. To promote civic improvement, protection, and harmony throughout the community at Queen's Cove.

7. To enter into contracts with individuals and organizations for the accomplishment of the purposes of this corporation.

ARTICLE IV

MEMBERSHIP

1. Each property owner in Queen's Cove, said subdivision in Polk County, Florida, shall be a member of this corporation subject only to the by-laws and to rules and regulations established by the Board of Directors. Such eligibility for membership shall be evidenced by record ownership of said property as shown by the records of the Clerk of the Circuit Court of Polk County, Florida.

2. There shall be a total number of votes (which may be referred to as "membership votes") including Phase I and any additional phases developed by Developers or their assigns, in said subdivision, as shown on plat of said subdivision on file with the Public Records of Polk County, Florida. The owners of said Phase I at Queen's Cove Subdivision and anticipated additional Phases have joined in the formation of this non-profit corporation and they, or their assigns, hereinafter referred to as "the developers" shall hold one vote for each lot owned initially, and, as lots are sold in said subdivision by the developers, the developers, shall lose one vote for each lot sold (or for such portion of a lot sold when such portion is more than one-half of the area of a lot), the purchaser of said lot, or said portion, being entitled to said vote, provided, however, and with the exception that, each purchaser from the developers shall hold no more than one vote per building plot and any purchaser from the developers who purchases more than one lot as a site for one home shall be entitled only to vote for said site, provided further, that no person or corporation, other than the developer, shall hold or be entitled to more than one vote, it being the intention and effect of these Articles that the developers shall hold the majority of votes in this corporation until such time as the developers have sold such number of lots and building plots vesting in the purchasers thereof, in accordance with the aforesaid provisions, a greater number of votes than the number retained by the developers. Ownership of a lot or building plot shall be represented by one individual who shall be either the sole owner of said lot or one of the co-owners of said lot or plot, or an officer of a corporate owner of said lot or plot, or an officer of a corporate owner of said lot or plot; the word "plot"., as used herein, shall mean the entire piece of land on which a residence is situated or is to be situated, whether said piece of land consists of more than one lot, parts of more than one lot, or less

than one lot which meets the plot size requirements of the restrictions concerning said subdivision.

3. Membership shall be automatically transferred to a new lot or plot owner upon sale, assignment or transfer of the entire ownership of a lot or plot, subject only to the by-laws and rules and regulations established by the Board of Directors.

ARTICLE V

NAMES AND RESIDENCES OF SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Endre Lengyel
418 Meadow Street
Fairfield, CT 06430

Endre Anschau
418 Meadow Street
Fairfield, CT 06430

George Brzezinski
1300-3rd Street, SW
Winter Haven, FL 33880

Istvan Maklari
418 Meadow Street
Fairfield, CT 06430

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

The affairs of this corporation shall be managed by a Board of Directors of not less than four (4), nor more than fifteen (15) members of this corporation. The President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer shall all be members of the Board of Directors. Each Phase of Queen's Cove Subdivision shall be represented by two (2) directors, who shall be an owner of a lot in said Phase, and all other directors shall be elected "at large". One half of the directors shall serve for one (1) year from date of election and the remaining half shall serve for a term of two (2) years and, thereafter, for a term of two (2) years so terms will be staggered. Salaries shall not be paid to the officers and directors and no dividends shall be paid. All officers and all directors shall be elected by the membership for one (1) year terms at the Annual Meeting of the corporation. Officers and directors must be members of this corporation; provided, however, that officers and directors and other representatives of the developers of said subdivision may be officers and directors of this corporation; and provided further that any one officer of any other corporate owner of property in said subdivision may be an officer or director of this corporation.

ARTICLE VII

FIRST OFFICERS

The names of the first officers who are to serve until the first election or appointment under the Articles of Incorporation are:

President Treasure	-	Endre Lengyel
First Vice President	-	Istvan Maklari
Second Vice President	-	Endre Anschau
Third Vice President	-	George Brezezinski

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names of persons constituting the first Board of Directors shall be four, and their names and addresses are as follows:

Endre Lengyel	418 Meadow Street,	Fairfield, Ct 06430
Istvan Maklari	418 Meadow Street,	Fairfield, Ct 06430
Endre Anschau	418 Meadow Street,	Fairfield, Ct 06430
George Brzezinski	1300-3rd Street,	Winter Haven, Fl 33880

The President shall serve as Chairman of the Board of Directors,

ARTICLE IX

MEETINGS

Regular meetings of the membership of the corporation shall be held annually on a day and at a time and place to be fixed in the by-laws. Special meetings of the membership of the corporation may be called by the President or by three members of the Board of Directors as he or they may deem necessary.

The Board of Directors shall meet at least annually on a day and at a time to be fixed by the President. Special meetings of the Board of Directors may be called by the President or by three members of the Board of Directors as he or they deem necessary.

A quorum for all regular and special membership meetings shall consist of 51 per cent of the voting membership of this corporation. A quorum for all regular and special meetings of the Board of Directors shall be a majority of the Board of

Directors.

At least five days written notice of each regular and special Board of Directors' meeting shall be given to each Board member by United States mail, except for emergency Board of Directors' meeting in which case less than five days notice may be given, the existence of such emergency meeting. At least ten days written notice of each regular and special membership meeting shall be given to each member of this corporation by United States mail.

ARTICLE X

BY-LAWS

The by-laws of this corporation shall be adopted by the Board of Directors of this corporation at its first regular meeting following approval by the Secretary of the State of Florida of these Articles of Incorporation, and the by-laws shall then be approved by a majority of the members present at the first regular membership meeting following the first meeting of the Board of Directors.

The by-laws may be altered, rescinded, or amended by a two-thirds vote of the members present at any annual meeting, provided that all members are given two weeks written notice of the test of any such proposed alteration, rescission, or amendment. The by-laws may also be amended at any regular meeting of this corporation by a two-thirds vote of the entire membership, provided that announcement of such bote on such amendment shall have been made at the immediately preceding regular membership meeting and written notice of the text of such proposed amendment shall have been given to all members no later than the time of the regular membership meeting immediately preceding the meeting at which such amendments will be voted upon.

ARTICLE XI

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in whole or in part by the Board of Directors, subject, however, to approval by the membership by a vote of two-thirds of the total membership votes of this corporation, which votes are cast at any regular meeting or a special meeting called for that purpose, provided that fifteen days notice in writing of such proposed amendment has been mailed to each member prior to such regular or special membership meeting, and provided further that any amendment of Article XII hereof shall require the affirmative vote of two-thirds of the total membership votes of this corporation except that any amendment of the portion of Article XII fixing $25.00 as the maximum fee to be paid by each developer shall require the unanimous vote of all of the membership votes of this corporation.

ARTICLE XIII

FEES

The owner of each lot or plot shown on the plat of Queen's Cove Subdivision, on file as aforesaid, shall pay to this corporation at Polk County, Florida, a fee of $60.00 per year, payable on the first day of January of each year, provided however, that developers of said subdivision shall pay no more than $10.00 per year on account of said lots owned by said developers. Said fee may be increased only by two-thirds vote of the total membership votes for this purpose, developers shall hold no more than one vote for each lot owned by developers. Said fee may be decreased only by two-thirds vote of the total membership votes of this corporation, and, in computing said membership votes for the purpose of decreasing said fee, developers shall hold the number of votes to which it is entitled under Article IV of these Articles of Incorporation. Votes for the purpose of increasing or decreasing said fee may be cast by registered mail if at a duly constituted meeting of the membership of this corporation called for said purpose a majority of those present vote in favor of said increase or decrease but said increase or decrease is not favored by two-thirds of the total membership vote of this corporation, such voting by registered mail to be conducted and completed within 90 days of said meeting under procedures otherwise established by the BOard of Directors of this corporation.

We, the undersigned, being the original subscribers named for the purpose of forming a corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation hereby declaring and certifying that the facts stated herein are true and, accordingly, have hereunto set our hands and seals this 13th day of February, 1990.

Endre Lengyel (SEAL)
Endre Lengyel

Istvan Maklari (SEAL)
Istvan Maklari

Endre Anschau (SEAL)
Endre Anschau

Brzezinski (SEAL)
George Brzezinski

State of Connecticut
County of Fairfield

The above and aforegoing was acknowledged before me by Endre Lengyel for the purposes stated therein this 12th day of February, 1990.

Susan E. Klee
Notary Public

My commission expires: March 31, 1994

State of Connecticut
County of Fairfield

The above and foregoing was acknowledged before me by Istvan Maklari for the purposes stated therein this 12th day of February, 1990.

Susan E. Klee
Notary Public

My commission expires: March 31, 1994

State of Connecticut
County of Fairfield

The above and foregoing was acknowledged before me by Endre Anschau for the purposes stated therein this 12th day of February, 1990.

Susan E. Klee
Notary Public

My commission expires: March 31, 1994

State of Connecticut
County of Polk

The above and foregoing was acknowledged before me by George Brzezinski for the purposes stated therein this 21 day of March, 1990.

Notary Public

My commission expires: December 21, 1992

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

FILED
MAR 23 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT QUEEN'S COVE PROPERTY OWNERS ASSOCIATION OF POLK COUNTY, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF WINTER HAVEN (CITY)

STATE OF FLORIDA (STATE), HAS NAMED GEORGE BRZEZINSKI (NAME OF RESIDENT AGENT)

LOCATED AT 1300-3rd STREET
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF WINTER HAVEN (CITY), STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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SIGNATURE ✓ [signature]
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE February 12, 1990

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.

SIGNATURE [signature]
(RESIDENT AGENT)

DATE February 12, 1990

RECORDER'S MEMO:
Legibility of Writing, Typing or Printing
Unsatisfactory In This Document When Received.

FILED, RECORDED AND
RECORD VERIFIED
E. D. "Bud" DIXON, Clk. Cir. Ct.
POLK COUNTY, FLA.
BY SND D.C.

CORP. 25
1/1/76