

FILED  
1937 MAR -5 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SANDPIPER GOLF & COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC.

This corporation is formed under Chapter 617 of the Statutes of the State of Florida applicable to corporations not for profit.

ARTICLE I

The name of the corporation is SANDPIPER GOLF & COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The duration of the corporation shall be perpetual unless dissolved in accordance with the laws of the State of Florida.

ARTICLE III

The initial registered office of the Association is located at 5555 North Socrum Loop Road, Lakeland, Florida 33809 and the initial registered agent of the Association at such address is SAM R. RODGERS.

ARTICLE IV

The Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to promote the health, safety and welfare of the residents of SANDPIPER GOLF & COUNTRY CLUB and to provide for the maintenance, preservation and architectural control of the residential improvements and of the common areas owned or leased by the Association, all within that certain tract of real property known as SANDPIPER GOLF & COUNTRY CLUB located in Polk

Articles of Incorporation

County, Florida, and any additions thereto as may hereafter be brought within the jurisdiction of this Association 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, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Official 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 and assessments pursuant to the terms of the Declaration and of the by-laws of the Association; 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 any common area owned by the Association to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members, provided, no such dedication 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;

F. To participate in mergers or consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and/or common area, provided that any such merger, consolidation or annexation shall be in accordance with the provisions of the by-laws of the Association or the Declaration;

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under the corporation not for profit law of the State of Florida by law may now or hereafter have or exercise.

#### ARTICLE V

Every owner of a lot in SANDPIPER GOLF & COUNTRY CLUB, a subdivision of property located in Polk County, Florida, a plat of which is recorded or to be recorded in the Official Records of Polk County, Florida, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from such ownership. The Association shall have two classes of voting membership, Class A members which shall be all owners with the exception of the developer of the subdivision, SAM RODGERS ENTERPRISES, INC. Such Class A members shall be entitled to one vote for each lot owned. When more than one person holds an ownership 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 membership shall be limited solely to the developer, SAM RODGERS ENTERPRISES, INC., and shall be entitled to three votes for each lot owned. Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events: When the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership or on December 31, 2006. The developer, SAM RODGERS ENTERPRISES, INC., may, until December 31,

2006, annex additional residential properties to SANDPIPER GOLF & COUNTRY CLUB and in such event, the Class B membership and votes thereunder shall be increased accordingly.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who shall serve as initial directors are:

SAM R. RODGERS	419 Lake Hollingsworth Drive Lakeland, Florida 33803
RICHARD D. RODGERS	3825 Cheverly Drive Lakeland, Florida 33803
DENNIS M. COLLIS	1035 Old Polk City Road Lakeland, Florida 33809

ARTICLE VII

The name and address of the incorporator hereof is:

SAM RODGERS ENTERPRISES, INC.  
2820 U.S. Highway 98 North  
Lakeland, Florida 33805

IN WITNESS WHEREOF, the undersigned subscribing corporation has hereunto set its hand and seal on this the 3rd day of March, 1987.

SAM RODGERS ENTERPRISES, INC.

BY: *S. R. Rodgers*  
SAM R. RODGERS as its President

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared SAM R. RODGERS as President of SAM RODGERS ENTERPRISES, INC., a Florida corporation, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation on behalf of SAM RODGERS ENTERPRISES, INC.

WITNESS my hand and official seal of the County and State above set forth on this the 3rd day of March, 1987.

*[Signature]*  
Notary Public

My Commission Expires:

Notary Public, State of Florida  
My Commission Expires May 19, 1988  
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REGISTERED AGENT'S ACCEPTANCE

I, the undersigned, accept the appointment and designation as the initial registered agent of SANDPIPER GOLF & COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC. pursuant to Section 48.091, Florida Statutes, and I am familiar with and accept the duties and obligations of registered agent for such corporation as provided by in Section 607.325, Florida Statutes.

  
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SAM R. RODGERS

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