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ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
MT. OLIVE SHORES NORTH OWNERS' ASSOCIATION, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary of MT. OLIVE SHORES NORTH OWNERS' ASSOCIATION, INC. , a Florida corporation, hereby certify that the following Amendments were unanimously adopted by the ~~Shareholders and~~ Directors of the corporation at a meeting held on July 16, 1997, at 9:00 a.m.

The Articles of Incorporation are hereby amended to read:

ARTICLES OF INCORPORATION  
OF  
MT. OLIVE SHORES NORTH OWNERS' ASSOCIATION, INC.

MT. OLIVE SHORES NORTH OWNERS' ASSOCIATION, INC., a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following *Articles of Incorporation*.

ARTICLE I.  
NAME.

The name of the corporation is MT. OLIVE SHORES NORTH OWNERS' ASSOCIATION, INC.

ARTICLE II.  
PURPOSES AND POWERS.

The purposes and powers of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and to own and convey real and personal property, maintain and operate common real property, to include, without limitation, the surface water management system as permitted by the Southwest Florida Water Management District, Permit No. 4010955.0 including all ponds, retention areas, ditches, culverts and related appurtenances, of MT. OLIVE SHORES NORTH pursuant to the Plat recorded in Plat Book 104, pages 38 and 39, in the public records of Polk County, Florida, and to collect (including filing of legal action for this purpose) assessments for maintenance, management and other matters, in accordance with the terms of the articles of incorporation, the bylaws of this corporation, and the Declaration of Covenants, Conditions and Restrictions recorded in the public records of Polk County, Florida, pertaining to MT. OLIVE SHORES NORTH.

The corporation is authorized:

- (a) To own, rent, lease, operate and maintain sufficient real and personal property to include easements therein, to carry out the purposes hereinabove expressed.
- (b) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to perform and execute any and all such conditions or trusts.
- (c) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidence of indebtedness.
- (d) To establish rules and regulations governing members responsibilities.
- (e) To sue and be sued.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these Articles of Incorporation.

(g) To contract for services to provide the operation and maintenance of the Association.

(h) To carry out any of the purposes or powers set forth in this article in any state, territory, district or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

The purposes or powers set forth in this article are not in limitation of the general powers conferred by non-profit corporation law of the State of Florida.

### ARTICLE III. MEMBERS.

The Corporation shall have 2 classes of Voting Members as follows:

(a) Class A. Class A Voting Members shall be all persons owning the fee simple title to a lot (a "Lot") in Mount Olive Shores North (a subdivision in Polk county, Florida), other than Anchor Investment Corporation of Fla. (the "Developer"). Each Class A Member shall be entitled to a one vote for each Lot owned by such Member. If a Lot is owned by more than one person, including without limitation a husband and wife, such owners in the aggregate shall have one vote for each such Lot so owned, and may cast fractional votes in the event that the owners do not agree as to a particular event, however in the event that less than all of the owners of such Lot are present in person or by proxy at any meeting or other voting situation, those present shall be entitled to vote the entire vote for such Lot.

(b) Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to 3 votes, for each vote which the Class A Members are entitled to cast in the aggregate from time to time (by way of illustration, if at any given time the Class A Members were entitled in the aggregate to cast 10 votes, the Class B Member would be entitled to cast 30 votes); provided that (i) until there are Class A Members, the sole Member shall be the Class B Member, and (ii) the Class B Membership shall cease and, if the Developer then owns one or more Lots or other portions of the Properties, shall be converted to a Class A membership upon the first to occur of any of the following:

- (1) The arrival of September 30, 2009;
- (2) The construction and conveyance to purchasers of at least 100% of the proposed Lots; and
- (3) The Developer's election (expressed in an instrument executed by it and recorded in the County's Public Records) to terminate the Class B Membership.

(c) The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot. The funds and assets of the corporation shall belong solely to the corporation subject to limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the By-laws which may be hereafter adopted, and in the Declaration of Covenants, Conditions and Restrictions which have been recorded in the public records of Polk County, Florida, covering MT. OLIVE SHORES NORTH.

**ARTICLE IV.  
TERM OF EXISTENCE.**

The corporation is to exist perpetually; however, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

**ARTICLE V.  
ADDRESS.**

The street address and mailing address of the corporation in the State of Florida is 520 South Florida Avenue, Lakeland, Florida 33801. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch offices in such other place or places as may be designated by the Board of Directors.

**ARTICLE VI.  
OFFICERS.**

The affairs of the corporation are to be managed by a President, Vice-President and Secretary. The names and addresses of the officers who are to serve until the next election of officers are: President - GEORGE M. LINDSEY, III of 520 South Florida Avenue, Lakeland, FL 33801; Vice President - E.M. SKIPPER of 520 South Florida Avenue, Lakeland, FL 33801; Secretary/Treasurer - LARRY BRUCE of 520 South Florida Avenue, Lakeland, FL 33801.

**ARTICLE VII.  
DIRECTORS.**

The number of persons constituting the first board of directors is three. The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are: GEORGE M. LINDSEY, III of 520 South Florida Avenue, Lakeland, FL 33801; E.M. SKIPPER of 520 South Florida Avenue, Lakeland, FL 33801; and LARRY BRUCE of 520 South Florida Avenue, Lakeland, FL 33801.

Each of the directors shall be elected by a majority of votes (calculated as described in Article III above) cast a properly called member's meeting. Each Director so elected shall serve at the pleasure of the Members until his or her replacement is elected. In the event that a Director shall resign or otherwise be unable or unwilling to continue to serve his or her replacement shall appointed by a majority of the remaining members of the Board of Directors to serve until the next regular meeting of the Members.

**ARTICLE VIII.  
INCORPORATORS.**

The names and addresses of the incorporators of the corporation are: GEORGE M. LINDSEY, III of 520 South Florida Avenue, Lakeland, FL 33801; E.M. SKIPPER of 520 South Florida Avenue, Lakeland, FL 33801; and LARRY BRUCE of 520 South Florida Avenue, Lakeland, FL 33801.

**ARTICLE IX.  
ASSESSMENTS.**

The private property of the members shall not be subject to the payment of corporate debts of the corporation, provided, however, that this provision shall not in any manner limit the obligation of each member to the corporation as set forth and contained in these Articles of Incorporation, the By-Laws which may be hereafter adopted, and the Declaration of Covenants, Conditions and Restrictions and Easements affecting said lands in MT. OLIVE SHORES NORTH nor shall it limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation. The corporation shall be entitled to enforce collection of such assessments in such manner as may be reserved to the corporation in these Articles, said By-Laws and the protective Covenants, Restrictions and Easements.

**ARTICLE X.  
LIABILITY.**

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty or willful malfeasance or misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of, all other rights to which such director or officer may be entitled.

**ARTICLE XI.  
AMENDMENT OF ARTICLES OF INCORPORATION.**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the members for approval must be approved by a majority of the members entitled to vote thereon.

**ARTICLE XII.  
NON-PROFIT CHARACTER.**

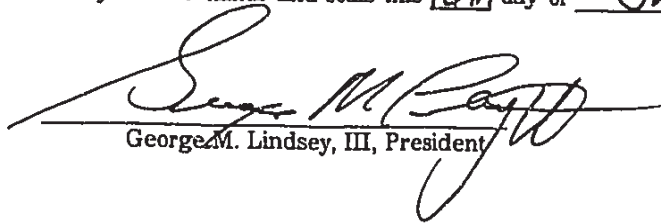
This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers. Upon dissolution of the corporation, all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations.

**ARTICLE XIII.  
REGISTERED OFFICE AND AGENT.**

The corporation hereby designates as its registered office at 105 South Florida Avenue, Lakeland, Florida 33801, and its registered agent, JOHN L. MANN, at the same address, for service of process.

At the time of this amendment there are no members entitled to vote and that the amendment was adopted by the Board of Directors on July 16, 1997.

IN WITNESS WHEREOF, we hereby set our hands and seals this 16th day of July,  
1997.

  
George M. Lindsey, III, President

ATTEST:

  
Larry Bruce, Secretary

(Corporate Seal)