

**EXHIBIT "B"**

**DESCRIPTION OF ADDITIONAL PROPERTY**

ADDITIONAL PROPERTY  
CALABAY PARC AT TOWER LAKE

**PARCEL 2-B**

Begin at the Southeast corner of the Northwest 1/4 of the Southeast 1/4 of Section 17, Township 27 South, Range 27 East, Polk County, Florida, and run S90°00'00"W along the South boundary thereof, 540.00 feet; thence N00°01'24"W, 771.54 feet; thence N89°58'36"E, 110.83 feet; thence N89°35'46"E, 40.68 feet to a non-tangent intersection with a curve concaved Southeasterly, having a radius of 55.00 feet, a chord distance of 2.94 feet and a chord bearing of N14°57'23"E; thence Northeasterly along the arc of said curve through a central angle of 03°04'00", an arc distance of 2.94 feet to the end of said curve; thence N16°29'24"E, 30.22 feet; thence S73°30'36"E, 111.42 feet; to a non-tangent intersection with a curve concaved Southeasterly, having a radius of 200.00 feet; a chord distance of 55.04 feet and a chord bearing of N18°45'28"E; thence Northeasterly along the arc of said curve through a central angle of 15°49'08", an arc distance of 55.22 feet to the end of said curve; thence N23°27'03"E, 50.42 feet to a non-tangent intersection with a curve concave Westerly, having a radius of 220.00 feet, a chord distance of 51.24 feet and a chord bearing of N06°51'49"E; thence Northeasterly along the arc of said curve through a central angle of 13°22'27", an arc distance of 51.35 feet to the end of said curve; thence N00°16'05"E, 238.57 feet; thence N89°43'55"W, 48.07 feet; thence N00°16'05"E, 140.00 feet to a point on the South right-of-way line of Bates Road; thence S89°43'55"E, 936.62 feet; thence S00°07'25"E, 636.67 feet; thence N89°58'45"W, 663.22 feet; thence S00°01'24"E, 659.29 feet to the Point of Beginning.

**PARCEL 3**

Tracts 11 and 12 in the Southeast 1/4 of Section 17, Township 27 South, Range 27 East, FLORIDA DEVELOPMENT COMPANY'S SUBDIVISION, according to the Map or Plat thereof recorded in Plat Book 3, Page 60, Public Records of Polk County, Florida.

**EXHIBIT "C"**

**ARTICLES OF INCORPORATION OF ASSOCIATION**

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CALABAY PARC AT TOWER LAKE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on October 29, 2004, as shown by the records of this office.

The document number of this corporation is N04000010313.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Third day of November, 2004



CR2EO22 (2-03)

*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State

FILED

**ARTICLES OF INCORPORATION  
OF  
CALABAY PARC AT TOWER LAKE  
HOMEOWNERS ASSOCIATION, INC.**

OCT 29 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby declares that these Articles of Incorporation are being executed, for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, and specifically under and by virtue of the provisions of Chapter 617, Florida Statutes.

**ARTICLE I**

The name of the corporation shall be ***CALABAY PARC AT TOWER LAKE HOMEOWNERS ASSOCIATION, INC.***, and its principal place of business shall be located at 6000 MetroWest Boulevard, Suite 105, Orlando, Florida 32835.

**ARTICLE II**

This corporation shall have all of the powers conferred upon general corporations not for profit pursuant to the laws of the State of Florida and, without limiting the generality of the foregoing, this corporation is formed to provide for the maintenance, preservation and architectural control of the residential lots and common areas within that certain residential community to be known as **Calabay Parc at Tower Lake** and to promote the health, safety and welfare of the residents within the community and any additions thereto as may hereafter be brought within the jurisdiction of this corporation and for the foregoing purposes shall have the power to:

- (1) Exercise all of the powers and privileges, and perform all of the duties and obligations delegated in any *Declaration of Covenants*,

*Conditions and Restrictions* (hereinafter sometimes referred to as the "Declaration") that may be hereafter recorded in the Public Records of Polk County, Florida, wherein this corporation may be designated as the Association, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as fully, and to the same extent, as if its terms and provisions were contained herein;

- (2) Operate, maintain and manage the Surface Water Management System constituting a part of **Calabay Parc at Tower Lake** in a manner consistent with the rules and requirements of the Southwest Florida Water Management District and levy and collect adequate assessments for the costs of maintenance and operation of the Surface Water Management System;
- (3) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith, including office and other expenses incident to the conduct of the business of this corporation, including all licenses, taxes or governmental charges levied or imposed against property of the corporation;
- (4) 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 corporation;
- (5) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge or hypothecate any or all of the real property of the corporation as security for money borrowed or debts incurred;
- (6) Participate in mergers and consolidations with other corporations not for profit organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members.

### **ARTICLE III**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or parcel which is subject to the Declaration shall be a member of this corporation. 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 or parcel which is subject to the Declaration.

Page 2 of 5

#### ARTICLE IV

This corporation shall have perpetual existence which shall commence with the filing of these Articles of Incorporation with the Florida Department of State.

#### ARTICLE V

The name and street address of the initial registered agent and registered office of this corporation shall be PHILIP TATICH, 341 North Maitland Avenue, Suite 340, Maitland, Florida 32751.

#### ARTICLE VI

The business of this corporation shall be managed, and its corporate powers exercised, by a Board consisting of three (3) or more Directors, the precise number to be fixed from time to time as provided in the By-Laws of the corporation. The members of the Board of Directors shall be elected in the manner set forth in said By-Laws.

#### ARTICLE VII

The name and street address of the members of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and Chapter 617, Florida Statutes, shall hold office during the first year of the corporation's existence, or until their successors are elected and have been qualified, are as follows:

**Joseph Kantor**  
6000 MetroWest Boulevard  
Suite 105  
Orlando, Florida 32835

**Fanny R. McNeese**  
6000 MetroWest Boulevard  
Suite 105  
Orlando, Florida 32835

**Phillp Tatich**  
341 North Maitland Avenue  
Suite 340  
Maitland, Florida 32751

Page 3 of 5

## ARTICLE VIII

The name and street address of the Subscriber to these Articles of Incorporation is PHILIP TATICH, 341 North Maitland Avenue, Suite 340, Maitland, Florida 32751.

## ARTICLE IX

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

Class A - Class A members shall be all Owners (with the exception of WESCOTT - TOWER LAKE, LLC, a Florida limited liability company, its successors or assigns) with each such member being entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B - The Class B member shall be WESCOTT - TOWER LAKE, LLC, a Florida limited liability company, its successors or assigns, which shall be entitled to three (3) votes for each lot owned by Declarant which has platted or approved for platting pursuant to the applicable ordinances and regulations of Polk County. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier, (i) the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or (ii) January 1, 2010.

## ARTICLE X

This corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any corporation not for profit, association, trust or other organization to be devoted to such similar purposes. Furthermore, upon such dissolution or final liquidation of the



corporation, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to, and accepted by, an entity which would comply with the applicable provisions of administrative rules and regulations of the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XI**

The amendment of these Articles shall require the affirmative vote of seventy-five percent (75%) of all classes of members.

***IN WITNESS WHEREOF***, the undersigned Subscriber to these Articles of Incorporation have hereunto set his hand and seal on this the 25th day of October, 2004.

  
Philip Tatich

FILED  
04 OCT 29 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been designated as Registered Agent in the Articles of Incorporation of **CALABAY PARC AT TOWER LAKE HOMEOWNERS ASSOCIATION, INC.**, a proposed Florida corporation, does hereby accept such designation and agrees to comply with the requirements incident thereto.

  
Philip Tatich  
341 North Maitland Avenue, Suite 340  
Maitland, Florida 32751

F:\RE\WESCOTT\TOWER-LAKE\HOA\AOI

**EXHIBIT "D"**

**BYLAWS OF ASSOCIATION**

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**BY-LAWS  
OF  
CALABAY PARC AT TOWER LAKE  
HOMEOWNERS ASSOCIATION, INC.**

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The name of the corporation is **CALABAY PARC AT TOWER LAKE HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 6000 MetroWest Boulevard, Suite 105, Orlando, Florida 32835, but meetings of members and directors may be held at such place within the State of Florida as may be designated by the Board of Directors.

**ARTICLE I - DEFINITIONS**

**Section 1.1** "*Association*" shall mean and refer to **CALABAY PARC AT TOWER LAKE HOMEOWNERS ASSOCIATION, INC.**, a Florida not for profit corporation, its successors and assigns.

**Section 1.2** "*Common Area*" shall mean and refer to those areas of land shown on any recorded subdivision plat of the Properties intended to be devoted to the common use and enjoyment of the Owners of the Properties, all real property, including any improvements thereon, owned by the Association for the common use and enjoyment of the Owners, any Lot or parcel of land subsequently deeded by the Declarant to the Association for the use by the Owners, the Surface Water or Stormwater Management System, and the rights of way of all streets within the Properties.

**Section 1.3** "*Declarant*" shall mean and refer to Wescott - Tower Lake, LLC., a Florida limited liability company, or its successors or assigns under the Declaration.

**Section 1.4** "*Declaration*" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions recorded in the Public Records of Polk County, Florida, as it may, from time to time, be amended or supplemented.

**Section 1.5** "*Lot*" shall mean and refer to any parcel of land shown on any recorded subdivision map or plat of the Property upon which shall be located a residential dwelling unit.

**Section 1.6 "Member"** shall mean and refer to all Owners who are Members of the Association as provided in the Declaration.

**Section 1.7 "Owner"** shall mean and refer to the owner as shown on the records of the Association (whether it be the Declarant, one or more persons, firms or legal entities) of fee simple title to any Lot located within the Property. Owner shall not mean the holder of any mortgage or lien unless and until such holder has acquired title pursuant to foreclosure or a proceeding or deed in lieu of foreclosure nor shall the term include any lessee or tenant of Owner.

**Section 1.8 "Property"** shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

## **ARTICLE II - MEETING OF MEMBERS**

**Section 2.1 Annual Meetings.** The first Annual Meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular Annual Meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 o'clock P.M. If the date for the Annual Meeting of the Members is a Saturday, Sunday or legal holiday, the meeting will be held at the same hour on the first day following which is not a Saturday, Sunday or legal holiday.

**Section 2.2 Special Meetings.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

**Section 2.3 Notice of Meeting.** Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

**Section 2.4 Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such

quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**Section 2.5 Proxies.** At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

### **ARTICLE III - BOARD OF DIRECTORS**

**Section 3.1 Number.** The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3), the precise number of directors (which shall at all times be an odd number) to be determined by the Members at the Annual Meeting of the Members held pursuant to Section 2.1 of ARTICLE II. The directors need not be Members of the Association.

**Section 3.2 Term of Office.** At the first Annual Meeting, the Members shall elect one (1) director for a term of one 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. Each director shall hold office until his successor has been duly elected or until his death, resignation or removal, whichever shall earlier occur.

**Section 3.3 Removal.** Any director may be removed from the Board, with or without cause, by a majority of the votes present in person or by proxy at a meeting called for the purpose of taking action with respect to the removal of a director. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

**Section 3.4 Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 3.5 Action Taken Without a Meeting.** The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the directors, so long as notice of such proposed action is delivered to all directors for approval or disapproval. Any action so approved shall have the same effect as through taken at a meeting of the directors.

## **ARTICLE IV - NOMINATION AND ELECTION OF DIRECTORS**

**Section 4.1 Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and one (1) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the Members, to serve from the close of such Annual Meeting until the close of the next Annual Meeting and such appointment shall be announced at each Annual Meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

**Section 4.2 Election.** Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE V - MEETINGS OF DIRECTORS**

**Section 5.1 Annual Meetings.** Immediately following the Annual Meeting of the Members, the Board of Directors shall meet for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting.

**Section 5.2 Regular Meetings.** Regular meetings of the Board of Directors shall be held no less frequently than bi-monthly without notice at such place and hour as may be fixed from time to time by resolution of the Board.

**Section 5.3 Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days written notice to each director.

**Section 5.4 Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## **ARTICLE VI - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 6.1 Powers.** The Board of Directors shall have the power and authority to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board or Directors; and

(d) Employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

**Section 6.2 Duties.** It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(i) Fix the amount of the Annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(ii) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(iii) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive

evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance for the benefit of the Association, its Members, officers and directors.

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) Cause the Common Area to be maintained.

## **ARTICLE VII - OFFICERS AND THEIR DUTIES**

**Section 7.1 Enumeration of Offices.** The officers of this Association shall be President and Vice-President, each of whom shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 7.2 Election of Officers.** The election of officers shall take place at the first meeting of the Board or Directors following each Annual Meeting of the Members.

**Section 7.3 Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 7.4 Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**Section 7.5 Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 7.6 Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7.7 Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any



of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

**Section 7.8 Duties.** The duties of the officers are as follows:

(a) **President** - The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) **Vice President** - The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) **Secretary** - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) **Treasurer** - The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual Meeting, and deliver a copy of each to the Members.

#### **ARTICLE VIII - COMMITTEES**

The Association shall appoint an Architectural Review Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may create such other committees as it may deem necessary or appropriate.

#### **ARTICLE IX - BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration,

the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

#### **ARTICLE X - ASSESSMENTS**

Subject to, and as more fully provided in, the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessments is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate prescribed in the Declaration, and the Association may bring an action of law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise avoid liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

#### **ARTICLE XI - CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: *CALABAY PARC AT TOWER LAKE HOMEOWNERS ASSOCIATION, INC.*

#### **ARTICLE XII - AMENDMENTS**

These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and, in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

#### **ARTICLE XIII - MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.