

STATE OF FLORIDA

DEPARTMENT OF STATE



I, BRUCE A. SMATHERS, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

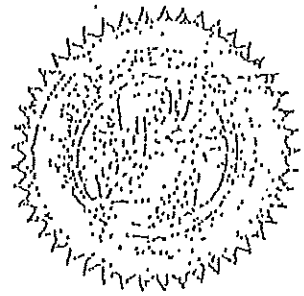
CERTIFICATE OF INCORPORATION

OF

LAKE OF THE WOODS HOMEOWNERS ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 10th day of January, A.D., 1975, as shown by the records of this office.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 13th day of January, A.D. 1975



Bruce A. Smathers

SECRETARY OF STATE

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

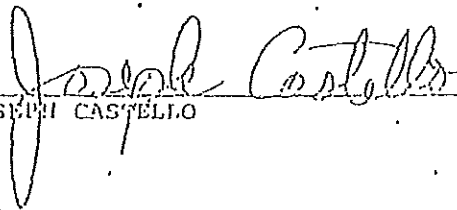
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--That LAKE OF THE WOODS HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida, has named JOSEPH CASTELLO, located at 2600 First Financial Tower, Madison at Ashley, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

RECEIVED
JAN 17 1975
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JOSEPH CASTELLO

ARTICLES OF INCORPORATION
OF
LAKE OF THE WOODS HOMEOWNERS ASSOCIATION, INC.

FILED
JUN 19 9 20 AM '75
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, all residents of the State of Florida and all of full age, hereby associate ourselves together and make, subscribe, acknowledge and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is LAKE OF THE WOODS HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II

Office

The initial principal office of this Association is located at 2699 Lee Road, Orlando, Florida, which office may be changed from time to time by action of the Board of Directors.

6/6/74 JWC
12/19/74 JWC

ARTICLE III

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within all or any portion of the following described tract of land situate in Seminole County, Florida:

Begin at the East 1/4 corner of Section 19, Township 21 South, Range 30 East, Seminole County, Florida; run thence South 89° 37' 26" West along the South line of the Northeast 1/4 of said Section 19, a distance of 883.54 feet; run thence North 00° 02' 10" East 651.83 feet; thence North 89° 38' 26" East 226.36 feet; thence North 0° 11' 05" East 809.76 feet; thence South 89° 39' 27" West 444.78 feet; thence North 37° 28' 00" East 228.04 feet; thence South 89° 39' 27" West 100.0 feet; thence North 37° 28' 00" East 633.72 feet; thence North 89° 42' 00" East 212.21 feet; thence North 0° 18' 00" West 15.80 feet; thence North 89° 42' 00" East 325.05 feet; thence South 0° 20' 00" West 100.00 feet; thence North 89° 42' 00" East 150.0 feet; thence South 0° 20' 00" West 728.25 feet; thence East 1321.75 feet; thence South 1269.90 feet; thence South 61° 27' 24" West 119.53 feet; thence South 89° 56' 18" West 869.38 feet; thence North 71° 45' 47" West 72.97 feet; thence South 42° 03' 52" West 30.89 feet; thence South 89° 56' 18" West 265.0 feet to the Point of Beginning.

Containing therein 80.4130 Acres More or Less.

and any additions thereto as may hereafter be brought within the jurisdiction of this Association; and the purposes of this Association shall include, without limitation of the foregoing, provision for the maintenance, preservation, and architectural control of the residence lots and Common Area as may now or hereafter be created by the recordation in the Public Records of Seminole County, Florida, of that certain "Declaration of Easements, Covenants, Conditions, and Restrictions Regarding Lake of the Woods" as the same from time to time may be amended as therein provided (which Declaration, and all amendments thereto now or hereafter made, are hereafter collectively called the "Declaration") and within any additions to the above described property as may hereafter be brought within the jurisdiction of this Association. For the foregoing purposes, this Association is empowered to:

(a) exercise all of the powers and privileges, and to perform all of the duties and obligations, of this Association as set forth in the Declaration; the terms and provisions of which are here incorporated by reference; and

(b) fix, levy, collect and enforce payment of by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses

incident to the conduct of the business of this Association, including all licenses, taxes or governmental charges levied or imposed against the property of this Association; and

(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 this Association; and

(d) borrow money, and with the assent of two-thirds (2/3) of the votes 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; and

(e) dedicate, sell, or transfer all or any part of this Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members, agreeing to such dedication, sale or transfer; and

(f) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of members; and

(g) annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties, and membership of this corporation to the real property thereby annexed; provided, however, that where the Declaration requires that certain annexations be approved by this Association, such approval must have the assent of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for such purpose, written notice of such meeting to be given to all members at least sixty (60) days in advance, setting forth the purpose of the meeting; and

(h) from time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Lots and the Common Area, as defined in the Declaration, which rules and regulations shall be consistent with the rights and duties established

by the Declaration and with the provisions of these Articles of Incorporation; and

(i) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise; and

(j) cause the exteriors of the residence lots to be maintained, as provided in the Declaration.

No part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such section, unless expressly authorized herein.

ARTICLE IV

Membership

Every person or legal entity who holds legal title of record to any undivided fee simple interest to any Lot which is subject by the provisions of the Declaration to assessment by this Association shall be a member of this Association, including contract sellers, but excluding all other persons or entities who hold an interest in any Lot merely as security for the performance of an obligation. An Owner of more than one

such Lot shall be entitled to one membership for each such Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the provisions of the Declaration.

ARTICLE V

Voting Rights

This Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners (as defined in the Declaration), and shall be entitled to one vote for each Lot owned; provided, however, so long as there is Class B membership, the Developer (as defined in the Declaration) shall not be a Class A member. 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 among themselves determine; but in no event shall more than one vote be cast with respect to any Lot. Prior to the time of any meeting at which a vote is to be taken, each co-owner shall file the name of the voting co-owner with the Secretary of this Association in order to be entitled to a vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

CLASS B. The Class B member(s) shall be the Developer, and shall be entitled to three (3) votes for each Lot owned. ~~The Class B membership shall cease and be converted to Class~~

A membership on the happening of either of the following events,
whichever occurs earlier:

(a) when the total votes outstanding in the Class
A membership equal the total votes outstanding in the
Class B membership; or

(b) on March 1, 1984.

Assessments, fees, and other charges levied or imposed by this
Association need not be uniform, but may vary between Class
A and Class B members, in the manner provided in the Declara-
tion.

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed
by a Board of Directors initially composed of three (3)
Directors, who need not be members of the Association. The
number of Directors may be changed by amendment to the By-Laws
of this Association but shall never be less than three (3).
Once and after the annual meeting immediately following the
expiration of Class B membership in this Association, the Board
shall at all times be composed of at least nine (9) Directors.
At all times, the members of the Board of Directors shall con-
sist of an ~~equal number~~ and shall be divided as equally as the
number of Directorships will permit into three (3) classes:

A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on March 1, 1984.

Assessments, fees, and other charges levied or imposed by this Association need not be uniform, but may vary between Class A and Class B members, in the manner provided in the Declaration.

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed by a Board of Directors initially composed of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment to the By-Laws of this Association but shall never be less than three (3). From and after the annual meeting immediately following the expiration of Class B membership in this Association, the Board shall at all times be composed of at least nine (9) Directors. At all times, the members of the Board of Directors shall consist of an odd number and shall be divided as equally as the number of Directorships will permit into three (3) classes:

CLASS A, Class B, and Class C. The term of office for all ~~Directors shall be three (3) years~~, except that the term of office of the initial Class A Director(s) shall expire at the annual meeting next ensuing, the term of office of the initial Class B Director(s) shall expire one (1) year thereafter, and the term of office of the initial Class C Director(s) shall expire two (2) years thereafter. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualify, unless they sooner shall die, resign, or are removed, are:

<u>NAME</u>	<u>ADDRESS</u>
	CLASS A DIRECTOR
Armand Blair	2699 Lee Road Orlando, Florida
	CLASS B DIRECTOR
Nick Castellano	2699 Lee Road Orlando, Florida
	CLASS C DIRECTOR
Daniel Stein	2699 Lee Road Orlando, Florida

It is the intent of these Articles that, at all times hereafter, the Directors shall be classified as to term of office in the manner hereinabove provided for the initial Board, so that, as

nearly as the number of directorships will permit, one-third (1/3) of the Directors of this Association shall be elected at each annual meeting of this Association.

ARTICLE VII

Officers

The names and addresses of the Officers of this Association who, subject to these Articles and the By-Laws of this Association and the laws of the State of Florida, shall hold office for the first year of the existence of this Association, or until an election is held by the Directors of this Association for the election of Officers, if earlier, and until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Roy T. Dye	President	2699 Lee Road Orlando, Florida
Daniel Stein	Vice President	2699 Lee Road Orlando, Florida
Armand Blair	Treasurer	2699 Lee Road Orlando, Florida
Armand Blair	Secretary	2699 Lee Road Orlando, Florida

ARTICLE VIII

Subscribers

The name and residence addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Castello	2600 First Financial Tower Tampa, Florida
Armand Blair	2699 Lee Road Orlando, Florida
Roy T. Dye	2699 Lee Road Orlando, Florida

ARTICLE IX

Dissolution

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members and upon such approval, if any, as may be required by Article XIII hereof. Upon dissolution of this Association,

other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X

Duration

This Association shall exist perpetually.

ARTICLE XI

By-Laws

The By-Laws of this Association shall be initially adopted by the Board of Directors. Thereafter, the By-Laws shall be altered or rescinded by a majority vote of a quorum of members present at any regular or special meeting of the membership duly called and convened, except that the Federal Housing Administration (FHA) or the Veterans Administration (VA) shall have the right to veto amendments while there is Class B membership if an application for FHA mortgage insurance or VA mortgage guarantee has been made and not withdrawn for any Lot subject to the Declaration.

other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

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ARTICLE XII

Amendments

Any amendment of these Articles shall be proposed by any member of this Association at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to cast seventy ~~plus percent (75%) of the total votes eligible to be cast by the Class "A" membership and seventy five percent (75%) of the total votes eligible to be cast by the Class "B" membership~~ at any regular or special meeting of the membership duly called and convened, plus such approval, if any, as may be required by Article XIII hereof. 3027

ARTICLE XIII

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 if an application for FHA mortgage insurance or VA mortgage guarantees has been made and not withdrawn for any Lot subject to the Declaration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution, and amendment of these Articles.

ARTICLE XIV

Interpretation

Express reference is hereby made to the terms and

provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results. Without limitation of the foregoing, the following terms shall have the same meaning in these Articles as such terms have in the Declaration: "Association," "Owner," "Properties," "Common Area," "Lot," "Developer," "FHA," "VA," and "Recorded."

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 19th day of December, 1974.

Joseph Castello
JOSEPH CASTELLO

Armand Blain
ARMAND BLAIN

Roy T. Dye
ROY T. DYE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23 day of December, 1974, by JOSEPH CASTELLO.

My Commission Expires:
1975
1974

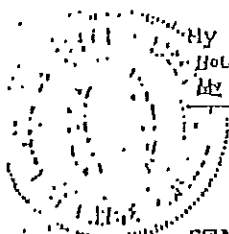
James M. [Signature]
NOTARY PUBLIC
(Affix Notarial Seal)

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me
this 31 day of December, 1974, by ARMAND BLAIR.

My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires Nov. 20, 1977

Robert B. Tomney
NOTARY PUBLIC
(Affix Notarial Seal)



STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me
this 31 day of December, 1974, by ROY T. DYE

My Commission Expires:
Notary Public, State of Florida
My Commission Expires Nov. 20, 1977

Robert B. Tomney
NOTARY PUBLIC
(Affix Notarial Seal)

