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ACCOUNT NO. : 072100000032

REFERENCE : 894578 80640A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 13 PM 2:44

ORDER DATE : November 10, 2000

ORDER TIME : 11:08 AM

ORDER NO. : 894578-005

CUSTOMER NO: 80640A

CUSTOMER: Mr. Christopher M. Fear
Lane Trohn Bertrand &
Vreeland, P.a.10
One Lake Morton Drive

Lakeland, FL 33801

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*****78.75 *****78.75

DOMESTIC FILING

NAME: BRIDGEWATER MASTER ASSOCIATION
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

632
W00-26962

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11/15/00



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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 13, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: BRIDGEWATER MASTER ASSOCIATION, INC.
Ref. Number: W00000026962

We have received your document for BRIDGEWATER MASTER ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00058333

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**ARTICLES OF INCORPORATION
OF
BRIDGEWATER MASTER ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation (the "Articles") for the purpose of forming a corporation not-for-profit, pursuant to Chapter 617 of the Florida Statutes, does hereby adopt the following Articles for such corporation:

ARTICLE I. NAME

The name of the corporation is Bridgewater Master Association, Inc., hereinafter called the "Association."

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association is located at 151 Regions Way, Suite 2-C, Destin, FL 32541. The Board of Directors of the Association may change the location of the principal office of said Association from time to time.

ARTICLE III. REGISTERED AGENT

M.C. Davis, whose address is 151 Regions Way, Suite 2-C, Destin, FL 32541, is hereby appointed the initial registered agent of this Association.

ARTICLE IV. DEFINITIONS

"Articles" shall mean these Articles of Incorporation.

"Association" shall mean and refer to Bridgewater Master Association, Inc., a Florida corporation not-for-profit, its successors and assigns.

"Declarant" shall mean View Properties, Ltd., a Florida limited partnership, its successors and assigns.

"Directors" shall mean the members of the Board of Directors of the Association and their successors in office duly elected and serving in that capacity in accordance with the Bylaws.

"Declaration" shall mean the Master Declaration for Bridgewater recorded in the Public Records of Polk County, Florida, to which a certified copy of these Articles of Incorporation are attached as Exhibit "A".

In addition to the foregoing terms, all other defined terms used herein shall have the meanings as set forth in the Master Declaration.

ARTICLE V. PURPOSE

The Association has been formed for the purpose of performing the obligations of the Master Association under and pursuant to the Master Declaration and for other purposes, including, without limitation, operation of the surface water management system and Drainage Facilities described in the Master Declaration.

ARTICLE VI. POWERS AND DUTIES

In addition to all powers provided in Chapter 617 of the Florida Statutes, and in addition to all of the powers provided by law, the Association shall have the following powers and shall perform the following duties:

A. Perform all of the obligations of the Master Association under the Master Declaration and pay all the costs associated with the performance by the Master Association of the obligations of the Master Association under the Master Declaration.

B. Establish a budget annually for the operation of the Association and the performance of all of the duties and obligations of the Association, the payment of all professional fees and costs of attorneys, accountants, engineers, surveyors, contractors and agents and all other persons employed by or contracted with by the Association, the cost of a standard fidelity bond covering all Directors and all other employees of the Association in an amount to be determined by the Directors, the cost of workers compensation insurance to the extent necessary to comply with Chapter 440 of the Florida Statutes, the cost of liability insurance insuring the Association against any and all liability to the public and any other insurance deemed necessary by the Directors.

C. Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Master Declaration, these Articles and the Bylaws of the Association; bring proceedings for collection of charges and

assessments in the event of non-payment; pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

D. Receive a conveyance of the Drainage Easements, subject to the provisions of the Master Association, Articles and Bylaws.

E. 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;

F. Borrow money, and with the assent of the Directors, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

G. Own, operate and maintain the surface water management system (including any mitigation areas as permitted by the Southwest Florida Water Management district, including all lakes, retention areas, culverts and related appurtenances) associated with the Drainage Facilities and the Drainage Easements, to the extent that such maintenance obligation is not performed by any Members, Polk County, Florida, or to the extent such maintenance is otherwise required in connection with the operation of the surface water managements system and the retention areas.

H. Sue and be sued.

I. Contract for services to provide for the operation, maintenance and delegation of services required to be performed by the Association.

J. Establish rules and regulations with respect to the use and operation of the Drainage Facilities and the surface water management system.

K. Exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, as well as all other express and implied powers of corporations not-for-profit.

The Association shall be conducted as a nonprofit organization for the benefit of its members. The Association is organized and shall be operated exclusively for the purposes set forth above and in the Declaration. The activities of the Association will be financed by assessments against members as provided in the Declaration and in accordance with the Bylaws and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE VII. MEMBERS

Membership in the Association shall be determined in accordance with the provisions of the Declaration. Membership shall be appurtenant to and may not be separated from ownership of all or any part of the Property. However, a Member may form a Property Owners Association which shall be substituted as the Member upon assignment of the rights to be a Member to such Property Owners Association, which shall have all rights as a Member of the Association. The Declarant shall have the right to add Additional Property to the Property in the manner provided for in the Declaration. At any meeting of Members of the Association, each Member shall be entitled to vote based upon each Member's Membership Percentage, as provided in the Bylaws.

ARTICLE VIII. DURATION

The period of duration of the Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended.

ARTICLE IX. INCORPORATOR

The name and residence address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
M.C. Davis	151 Regions Way, Suite 2-C Destin, FL 32541

ARTICLE X. DIRECTORS AND OFFICERS

The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association. The Board of Directors shall be elected at the annual meeting of the Association. Vacancies on the Board of Directors may be filled until the next annual meeting in such a manner as provided by the Bylaws. The officers shall be: a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board of Directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the Bylaws of the Association.

ARTICLE XI. INITIAL DIRECTORS

The number of persons constituting the first Board of Directors of the Association shall be three (3). The first Board of Directors who shall serve until the first election at the regular annual meeting are:

<u>NAME</u>	<u>ADDRESS</u>
M.C. Davis	151 Regions Way, Suite 2-C Destin, FL 32541
Diane Wilks	151 Regions Way, Suite 2-C Destin, FL 32541
Niall Scally	151 Regions Way, Suite 2-C Destin, FL 32541

ARTICLE XII. BYLAWS

The Bylaws of the Association may be made, altered, or rescinded as provided for in the Bylaws of the Association. However, the initial Bylaws of the Association shall be made and adopted by the initial Board of Directors of the Association.

ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles may be proposed by any Member of the Association. These Articles may be amended at any annual meeting of the Members of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of the membership based upon Membership Percentage. So long as the Declarant owns any portion of the Property, no amendment to these Articles may be made without the prior written consent of the Declarant, which the Declarant may withhold in the Declarant's sole and exclusive discretion. There shall be no amendment to these Articles which modifies, amends or changes the obligations and duties of the Association with respect to the surface water management system and the Drainage Facilities without the prior approval of the District. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the Secretary of State shall be recorded in the public records of Polk County, Florida.

ARTICLE XIV. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by no less than two-thirds (2/3) of the Members. So long as the Declarant owns any portion of the Property, this Association may not be dissolved without the prior written consent of the Declarant, which consent may be unreasonably withheld, in the Declarant's sole and exclusive discretion. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created and such public agency shall assume the obligations and perform the duties of the Association as set forth in the Declaration. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes which shall assume all of the duties and obligations of the Association under the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 9th day of Nov., 2000.

M.C. Davis
M.C. DAVIS

STATE OF FLORIDA
COUNTY OF Walton

The foregoing instrument was acknowledged before me this 9th day of Nov., 2000, by M.C. DAVIS, who is personally known to me or who produced _____ as identification.

(AFFIX NOTARY SEAL)

Niall D. Scally
NOTARY PUBLIC, STATE AT LARGE
Print Name: Niall D. Scally
My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of BRIDGEWATER MASTER ASSOCIATION, INC., as set forth in the foregoing Articles of Incorporation.

DATED this 9th day of NOV, 2000.

M. C. Davis
M.C. DAVIS, Registered Agent

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