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**TERRY AND FRAZIER, LLP**  
ATTORNEYS AND COUNSELORS AT LAW

T. SCOTT FRAZIER  
DAVID E. TERRY

125 EAST JEFFERSON STREET  
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October 29, 2004

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: Incorporation of Mission Bay Property Owner's Association, Inc.  
Our File No.: 11532003-001.18

Dear Sir/Madam:

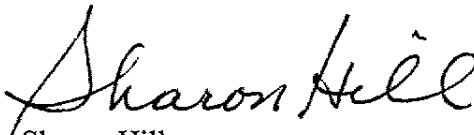
Pursuant to Mr. Terry's instructions, enclosed herewith please find the Articles of Incorporation and a copy of same for the above referenced corporation, and our firm's check in the amount of \$78.75, representing the following fees:

Filing Fee .....	\$35.00
Certified Copy .....	\$8.75
Registered Agent Designation .....	\$35.00

Please certify the enclosed copy, and return same to this office as soon as possible. We are enclosing a self-addressed, stamped envelope for expeditious return of the filed certified copy.

If you have questions regarding this matter, please do not hesitate to contact our offices immediately. Thank you for your cooperation regarding this matter.

Very truly yours,

  
Sharon Hill  
Legal Secretary

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TALLAHASSEE, FLORIDA

/hs  
Enclosure(s)  
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**ARTICLES OF INCORPORATION OF**  
**MISSION BAY PROPERTY OWNER'S ASSOCIATION, INC.,**  
**a Florida not for profit corporation**

The undersigned subscribers, all of whom are above the age of 18 years and competent to contract, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, and do hereby agree and certify as follows:

**ARTICLE I - NAME**

The name of this Association shall be **MISSION BAY PROPERTY OWNER'S ASSOCIATION, INC.** (the "Association").

**ARTICLE II - PURPOSE**

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Parcels and Common Property to be established by **WOODBURY, LLC**, a Florida limited liability company (hereinafter called "Developer") upon certain property situated, lying, and being in Orange County, Florida and more particularly described on Exhibit "A," attached hereto and made a part hereof (the "Property"), and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of said Parcels and Common Property and in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the Declaration of Easements, Covenants and Restrictions established by **WOODBURY, LLC** (the "Declaration"), which will be recorded in the Public Records of Orange County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Property. The Association shall be conducted as a non-profit organization for the benefit of its Members.

**ARTICLE III - POWERS**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Association is chartered, and all of the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

1. To make and establish reasonable rules and regulations governing the use of each Parcel and Common Property in accordance with the terms as may be defined in the Declaration.

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2. To levy and collect Assessments against Members of the Association to defray the common expenses of the maintenance and operation of the Common Property as may be provided in the Declaration and in the By-Laws of this Association which may be hereafter adopted, including the right to levy and collect Assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the Common Property and in accomplishing the purposes set forth in the Declaration.

3. To maintain, repair, replace, operate and manage the Common Property and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

4. To enforce the provisions of the Declaration and these Articles, the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Common Property as the same may be hereafter established.

5. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Association acquires leaseholds, memberships and other possessory or use interests in land or facilities, whether or not contiguous to the Property, for the benefit and use of the Owners of the Property, all as may be deemed by the Board of Directors to be in the best interests of the Association.

6. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

7. To 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.

8. To borrow money, and with the assent of the representatives of seventy-five percent (75%) 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.

9. To dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes.

10. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Property.

11. To sue and be sued in a court of law.

12. To 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.

#### **ARTICLE IV - MEMBERS**

The qualification of the Members, the manner of their admission to membership, termination of such membership, and voting by Members shall be as follows:

A. The Developer and the Owners of any Parcel in the Property shall be Members of the Association, and no other persons or entities shall be entitled to membership. Membership is appurtenant to, and inseparable from, ownership of a Parcel.

B. Membership shall be established by the acquisition of fee title to a Parcel or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated upon his or her being divested of all title to or his or her entire fee ownership interest in any Parcel, except that nothing herein contained shall be construed as terminating the membership of any party who may own two (2) or more Parcels, so long as such party shall retain title to or a fee ownership interest in any Parcel.

C. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her Parcel. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration and in the By-Laws.

D. The Association shall have two (2) classes of voting memberships, as follows:

Class A. Class A Members shall be all the Owners from time to time of the Parcels other than the Developer.

Class B. The Class B Member shall be the Developer. Class B membership shall continue to exist for so long as the Developer shall own any Parcel. The Developer may terminate the Class B membership at any time. The Class B membership shall terminate and become Class A membership within one hundred eighty (180) days after the sale of the last Parcel by Developer (the "Turnover Date").

E. While there is a Class B Member, there shall be a total of two hundred (200) votes that may be cast on any matter on which Members of the Association may vote. The Class B Member shall hold and be entitled to cast one hundred (100) votes. Class A Members shall hold and be entitled to cast one hundred (100) votes, in the aggregate. Votes shall be allocated among the Class A Members in the same percentage as the Annual Assessment is allocated to and levied against the Parcels pursuant to the terms of the Declaration. By way of example, if fifty percent (50%) of the Annual Assessment is allocated and levied against "Parcel X", the Owner of "Parcel X" shall hold and be entitled to cast fifty (50) votes on any matter on which Members of the Association may vote. When the Class B membership terminates there shall be a total of one hundred (100) votes.

#### **ARTICLE V - TERM**

Existence of the Association shall commence with the filing of these Articles with the Florida Secretary of State. The Association shall exist in perpetuity. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management systems must be transferred to and accepted by an entity which would comply with Section 40C42.027, *Florida Administrative Code* ("F.A.C."), and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. Any other assets will be dedicated to a public body, or conveyed to a non-profit organization of similar purposes.

#### **ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Association shall be located initially at 14155 Popcorn Tree Court, Orlando, Florida 32828, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Association shall be located at 14155 Popcorn Tree Court, Orlando, Florida 32828, and the initial registered agent of the Association shall be **ANDREW SHUMWAY**. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles. The registered agent for the Association shall maintain copies of all permits issued by the St. Johns River Water Management District for the benefit of the Association, so long as such copies are provided to the registered agent by the Association.

#### **ARTICLE VIII - DIRECTORS**

A. The affairs of the Association shall be managed by the Board of Directors. The number of Members of the first Board of Directors of the Association shall be three (3). The number of members of succeeding Boards of Directors shall be three (3) except as changed from time to time by the By-Laws of the Association. The members of the Board of Directors shall be elected as provided by the By-Laws of the Association, which provide for election of directors at the annual meeting to be held on the second Tuesday of January of each year. The first annual meeting shall be held on or before January 31, 2005. The Board of Directors shall be Members of the Association or shall be authorized representatives, officers or employees of a corporate Member of this Association.

B. Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Name: **ANDREW SHUMWAY**  
Address: 14155 Popcorn Tree Court  
Orlando, Florida 32828

Name: **WHITNEY HARP**  
Address: 4510 Curry Ford Road  
Orlando, Florida 32812

Name: **PAUL FLESH**  
Address: 13731 Northwest 18<sup>th</sup> Street  
Pembroke Pines, Florida 33028

#### **ARTICLE IX - OFFICERS**

A. The Board of Directors shall elect a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director.

B. The affairs of the Association shall be administered by the officers designated in the By-Laws of this Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Common Property and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a Member of the Association or a Director of the Association.

C. The names and addresses of the officers, who will serve until their successors are designated, are as follows:

Name: **ANDREW SHUMWAY**  
Address: 14155 Popcorn Tree Court, Orlando, Florida 32828  
Title: President

Name: **PAUL FLESH**  
Address: 13731 Northwest 18<sup>th</sup> Street, Pembroke Pines, Florida 33028  
Title: Vice President

Name: **WHITNEY HARP**  
Address: 4510 Curry Ford Road, Orlando, Florida 32812  
Title: Secretary and Treasurer

## **ARTICLE X - SUBSCRIBERS**

The subscribers to these Articles of Incorporation are:

Name: **WOODBURY, LLC**, a Florida limited liability company

Address: 14155 Popcorn Tree Court, Orlando, Florida 32828

## **ARTICLE XI - BY-LAWS**

The original By-Laws of the Association shall be adopted by the Board of Directors and thereafter, such By-Laws may be altered or rescinded by the Board in such manner as said By-Laws may provide.

## **ARTICLE XII - INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided, however, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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 XIII - DISSOLUTION**

The Association shall exist in perpetuity; provided, however, if the Association is dissolved, the assets and property of the Association, including the surface water management system, shall be conveyed to an appropriate agency of local government. In the event that such conveyance or dedication is refused, the assets and property of the Association, including the surface water management system, shall be conveyed or dedicated to a similar nonprofit corporation, association or other organization to be devoted to such similar purposes. In any event, the Association may only be dissolved with the assent given in writing and signed by (i) all Class B Members (while there shall be a Class B Member), and (ii) the representatives of Members owning not less than five (5) of the six (6) Parcels making up the Property.



**ARTICLE XIV - COMMENCEMENT AND DURATION  
OF CORPORATE EXISTENCE**

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE XV - AMENDMENTS**

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, provided that it is approved by (i) all Class B Members (while there shall be a Class B Member), and (ii) the representatives of Members owning not less than five (5) of the six (6) Parcels making up the Property.

**ARTICLE XVI - DEFINITIONS**

Capitalized terms contained herein which are not otherwise defined herein shall have the definitions and meanings set forth in the Declaration.

**IN WITNESS WHEREOF**, the undersigned do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this \_\_\_ day of October, 2004.

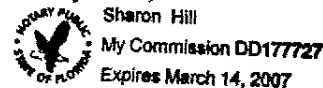
**WOODBURY, LLC**, a Florida limited liability company

By:   
**ANDREW SHUMWAY**, Managing Member

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of October, 2004, by **ANDREW SHUMWAY** as Managing Member of **WOODBURY, LLC**, a Florida limited liability company. He is personally known to me, or produced \_\_\_\_\_ as identification.

  
(Signature of Notary Public)



(Affix Notarial Seal Above)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above named Association, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this \_\_ day of October, 2004.

  
\_\_\_\_\_  
ANDREW SHUMWAY, Registered Agent

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**EXHIBIT "A"**

**LEGAL DESCRIPTION**

A PORTION OF THE NORTHWEST 1/4 OF SECTION 26, TOWNSHIP 22 SOUTH, RANGE 31 EAST, ORANGE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF THE NORTHWEST 1/4 OF SECTION 26, TOWNSHIP 22 SOUTH, RANGE 31 EAST, ORANGE COUNTY, FLORIDA; THENCE S89°52'44"E, ALONG THE SOUTH LINE OF SAID NORTHWEST 1/4, A DISTANCE OF 30.00 FEET TO A POINT ON THE EAST RIGHT-OF-WAY LINE OF WOODBURY ROAD, AS RECORDED IN OFFICIAL RECORDS BOOK 2732, PAGE 1590, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA, FOR A POINT OF BEGINNING; THENCE, DEPARTING SAID SOUTH LINE, RUN N00°25'29"W, ALONG SAID EAST RIGHT-OF-WAY LINE, A DISTANCE OF 750.37 FEET TO A POINT ON THE EASTERN BELTWAY RIGHT-OF-WAY LINE, AS RECORDED IN OFFICIAL RECORDS BOOK 4801, PAGE 3445, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE DEPARTING SAID EAST RIGHT-OF-WAY LINE, RUN N89°34'31"E, ALONG SAID EASTERN BELTWAY RIGHT-OF-WAY LINE, EASTERLY EXTENSION, A DISTANCE OF 248.04 FEET; THENCE DEPARTING SAID EASTERLY EXTENSION, RUN S00°27'47"E, A DISTANCE OF 752.20 FEET TO A POINT ON THE NORTH LINE OF A 100 FOOT DRAINAGE EASEMENT, AS RECORDED IN OFFICIAL RECORDS BOOK 4993, PAGE 2417, SAID POINT BEING ON A NON TANGENT CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 300.00 FEET; THENCE, FROM A TANGENT BEARING OF S86°41'23"W, RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE AND ALONG SAID NORTH LINE, A DISTANCE OF 17.97 FEET THROUGH A CENTRAL ANGLE OF 03°25'53" TO THE POINT OF TANGENCY, SAID POINT BEING ON THE AFOREMENTIONED SOUTH LINE OF THE NORTHWEST 1/4 OF SECTION 26; THENCE N89°52'44"W, ALONG SAID NORTH LINE OF EASEMENT AND THE SOUTH LINE OF SAID NORTHWEST 1/4, A DISTANCE OF 230.57 FEET TO THE POINT OF BEGINNING.