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FLORIDA PROFIT/NON PROFIT CORPORATION

Belle Vista on Lake Conway Homeowners Association, I

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**ARTICLES OF INCORPORATION
OF
BELLE VISTA ON LAKE CONWAY HOMEOWNERS ASSOCIATION, INC.**

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is **BELLE VISTA ON LAKE CONWAY HOMEOWNERS ASSOCIATION, INC.**, a Florida corporation not for profit, (hereinafter called the "Association").

**ARTICLE II
OFFICE AND REGISTERED AGENT**

This Association's principal office is 237 Westmonte Drive, Suite 111, Altamonte Springs, Florida 32714, and its registered agent is Community Management Professionals, whose address is 5401 S. Kirkman Road, Suite 450, Orlando, FL 32819. Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence lots within that certain tract of property (hereinafter called the "Property") in Orange County, Florida, being more particularly described in

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Exhibit "A" attached hereto, and any other property brought within the jurisdiction of the Association pursuant to the Declaration, as hereinafter defined.

ARTICLE IV POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Easements, Covenants, Conditions, and Restrictions for Belle Vista (hereinafter called the "Declaration") applicable to the Property and to be recorded in the Public Records of Orange County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full, including, without limitation, the power to sue and be sued.
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, subject to any limitations set forth in the Declaration and the By-Laws of the Association.
- (c) Service and Maintenance Contracts. Enter into contracts with third parties to provide operation and maintenance services to the Association and the Common Area.
- (d) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

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(e) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.

(f) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(g) Dedications. With the affirmative vote of seventy-five percent (75%) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members (by vote) determine.

(h) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(i) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and any Association property consistent with the rights and duties established by the Declaration and these Articles.

(j) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the

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Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(k) Enforcement. Enforce by legal means the obligations of the members of the corporation, the provisions of the Declaration, and the provisions of a dedication or conveyance of the Association property to the corporation with respect to the use and maintenance thereof.

(l) Drainage System. Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the Water Management District permit no. 40-095-97263-1 requirements and applicable District rules, and assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and

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membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VI VOTING RIGHTS AND TURNOVER

Section 1. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration), and shall be 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 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 the Developer (as defined in the Declaration), 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 the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership;
- (b) on the anniversary date seven years from the date when the first Lot is conveyed to an individual purchaser; or
- (c) At the election of the Developer evidenced by a written waiver.

Section 2. Members other than the Developer are entitled to elect at least a majority of the members of the Board of Directors of the Association no later than three (3) months after ninety percent (90%) of the Lots within the Property that will ultimately be operated by the

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Association have been conveyed to members ("Turnover"). For purposes of this Section, the term "members other than the Developer" shall not include builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale. The Developer is entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots in the Property. After the Turnover, the Developer may exercise the right to vote any Developer-owned Voting Interests in the same manner as any other Member of the Association, except for purposes of reacquiring control of the Association or selecting a majority of the members of the Board of Directors.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number of three (3) or more but not to exceed five (5). The Directors named below (Initial Directors) shall serve until this Association's first annual meeting, the date for which shall be set as provided in the Bylaws. The term of office for all Directors, with the exception of the Initial Directors, is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest

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number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Dana A. Bennett
237 S. Westmonte Drive, Suite 111
Altamonte Springs, FL 32714

Eric K. Wills
237 S. Westmonte Drive, Suite 111
Altamonte Springs, FL 32714

Andon Calhoun
237 S. Westmonte Drive, Suite 111
Altamonte Springs, FL 32714

Section 3. Every Director shall be indemnified by this Association against all expenses and liabilities, including attorney fees (at all trial and appellate levels) reasonably incurred by, asserted against, or imposed upon him in connection with any proceeding, litigation, or settlement in which he may become involved by reason of his being or having been a Director of this Association, or arising in connection with the performance of his duties as a Director. The foregoing provisions for indemnification shall apply whether or not he is a Director at the time such expenses are incurred. Notwithstanding the above, in instances where a Director admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, or of any involving criminal liability, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director may be entitled whether by statute or common law.

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**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is:

Dana A. Bennett
237 S. Westmonte Drive, Suite 111
Altamonte Springs, FL 32714

**ARTICLE IX
DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE X
DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in

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perpetuity.

ARTICLE XI BY-LAWS

This Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of seventy-five percent (75%) of each class of members, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

ARTICLE XII AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two-thirds (2/3) of all Lot Owners, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

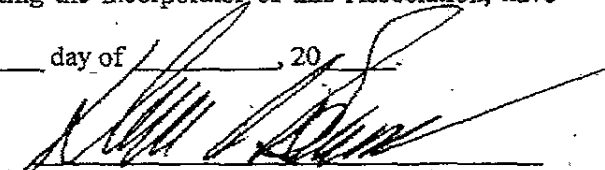
ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitations, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this _____ day of _____, 20____.


DANA A. BENNETT
President

STATE OF Florida
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 17th day of August, 2006, by Dana A. Bennett, as incorporator of Belle Vista on Lake Conway Homeowners Association, Inc., on behalf of the corporation. He is personally known to me or has produced _____ as identification.


Notary Public

Print Name: Colleen Kay MaguireMy Commission No.: DD297178My Commission Expires: 3/8/08

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

Association
BELLE VISTA ON LAKE CONWAY HOMEOWNERS, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 237 Westmonte Drive, Suite 111, Altamonte Springs, FL 32714, has named Community management Professionals, a Florida corporation, whose business office is 5401 S. Kirkman Road, Suite 450, Orlando, FL 32819, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation 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, including the duties and obligations imposed by Section 607.0505, relative to the proper and complete performance of my duties.

By: *Sue Carpenter*

Printed Name: SUE CARPENTER

Title: President

Date: August 17, 2006

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Exhibit "A"

LEGAL DESCRIPTION:

A PORTION OF GOVERNMENT LOT 2 AND A PORTION OF THE SOUTHWEST QUARTER OF THE NORTHEAST QUARTER OF SECTION 20, TOWNSHIP 23 SOUTH, RANGE 30 EAST, ORANGE COUNTY, FLORIDA, BEING DESCRIBED AS FOLLOWS:

BEGIN AT THE NORTHEAST CORNER OF SAID GOVERNMENT LOT 2; THENCE RUN N89°47'56"E, ALONG THE NORTH LINE OF SAID SOUTHWEST QUARTER OF THE NORTHEAST QUARTER, 1294.64 FEET TO THE WEST RIGHT OF WAY LINE OF CONWAY ROAD; THENCE RUN S00°07'51"E, ALONG SAID WEST LINE, 442.51 FEET; THENCE RUN S81°30'08"W, 1837.63 FEET; THENCE RUN S10°52'56"W, 460.91 FEET TO A POINT ON THE SHORE OF LAKE CONWAY, SAID POINT HEREINAFTER REFERRED TO AS POINT A; THENCE MEANDER NORTHWESTERLY ALONG SAID SHORE TO A POINT THAT BEARS N74°37'32"W, 449.57 FEET FROM POINT A; THENCE RUN N06°46'34"W, 319.85 FEET; THENCE RUN N77°11'53"W, 351.75 FEET, TO A POINT ON THE SHORE OF LAKE CONWAY, SAID POINT HEREINAFTER REFERRED TO AS POINT B; THENCE MEANDER NORTHWESTERLY ALONG SAID SHORE TO THE POINT OF INTERSECTION WITH THE SOUTHERLY EXTENSION OF THE EAST LINE OF LOT 21, LAKE CONWAY SHORES AS RECORDED IN PLAT BOOK 7, PAGE 50 OF THE ORANGE COUNTY PUBLIC RECORDS, SAID POINT BEARS N34°56'34"W, 263.10 FEET FROM POINT B; THENCE RUN N12°40'06"W, ALONG SAID EAST LINE AND SOUTHERLY EXTENSION THEREOF, 437.38 FEET TO THE NORTH LINE OF AFORESAID GOVERNMENT LOT 2 AS SHOWN ON THE PLAT OF LAKE CONWAY SHORES; THENCE RUN N89°49'45"E, ALONG SAID NORTH LINE, 1669.68 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL OF LAND CONTAINS 45.175 ACRES MORE OR LESS.

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