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FLORIDA PROFIT/NON PROFIT CORPORATION

Clayton Estates Homeowners' Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
CLAYTON ESTATES HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purposes of forming a corporation not for profit and do hereby certify:

**ARTICLE I
NAME**

The name of the corporation is CLAYTON ESTATES HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 5850 T.G. Lee Boulevard, Suite 600, Orlando, Florida 32822.

**ARTICLE III
DEFINITIONS**

The following words shall have the definitions set forth below for purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Association" shall mean and refer to CLAYTON ESTATES HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit, and its successors and assigns.
- 3.3 "Board" or "Board of Directors" shall mean the Board of Directors of the Association.
- 3.4 "Bylaws" shall mean the Bylaws of the Association.
- 3.5 "Common Expenses" shall mean the expenses and charges described in the Declaration incurred or to be incurred by the Association and assessed or to be assessed upon the Owners.
- 3.6 "Declarant" shall mean collectively D.R. Horton, Inc., a Delaware corporation, its successors and assigns.
- 3.7 "Declaration" shall mean that certain Declaration of Covenants and Restrictions of Clayton Estates Homeowners' Association, Inc., made by the Declarant to be recorded in the Public Records of Orange County, Florida, as the same may be modified or amended from time to time.

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3.8 "Development" shall mean and refer to the real property described in, and made subject to the Declaration.

3.9 "Member" shall mean the owner of lots which are the subject of the Declaration.

3.10 "Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any "Lot" as defined in the Declaration, which is part of the Development.

Unless otherwise indicated, all capitalized forms herein shall have the meanings set forth in Article I of the Declaration.

ARTICLE IV **RESIDENT AGENT**

William E. Barfield, whose address is 5850 T.G. Lee Boulevard, Suite 600, Orlando, Florida 32822, is hereby appointed the initial Registered Agent of this Association.

ARTICLE V **PURPOSE AND POWERS OF THE ASSOCIATION**

5.1 This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes of which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described in the Declaration and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or 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 at length;

(b) fix, levy, collect and enforce payment 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 the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(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 the Association;

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

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or unity for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) sue or be sued;

(g) to contract with the provision of services which are the obligation of the Association pursuant to these Articles of Incorporation, the Bylaws, or the Declaration;

(h) operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with St. Johns River Water Management District Permit No. 40-095-96861-1 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein;

(i) 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.

5.2 All assessments shall be used for those purposes permitted by the Declaration and for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE VI **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. 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 which is subject to assessment by the Association.

ARTICLE VII **VOTING RIGHTS**

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

Class A. Class A members shall be all Owners, with the exception of the Declarant, 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.

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Class B. The Class B member(s) shall be the Declarant (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 either of the following events, whichever occurs earlier:

- (a) When the number of Class A votes exceeds the number of Class B votes;
or
(b) on January 1, 2016.

ARTICLE VIII **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association, and the number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

James E. Ellis	5850 T.G. Lee Boulevard, Suite 600 Orlando, Florida 32822
Brandy Murphy	5850 T.G. Lee Boulevard, Suite 600 Orlando, Florida 32822
Robert Lawson	5850 T.G. Lee Boulevard, Suite 600 Orlando, Florida 32822

At the first annual meeting the members shall elect three directors for a term of one year or until their successors are elected.

At each annual meeting thereafter the members shall elect directors for a term of two (2) years each or until their successors are elected.

ARTICLE IX **OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name and Office

James E. Ellis	5850 T.G. Lee Boulevard, Suite 600 Orlando, Florida 32822
Robert Lawson, Vice President/Treasurer	5850 T.G. Lee Boulevard, Suite 600

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Orlando, Florida 32822

Brandy Murphy, Secretary

5850 T.G. Lee Boulevard, Suite 600
Orlando, Florida 32822

ARTICLE X INDEMNIFICATION

10.1 Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of any other corporation, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest 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.

10.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the noninterested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

10.3 Insurance. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XI AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled

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to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of each class of Members entitled to vote thereon.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Agreement. If two-thirds (2/3) of each class of Members entitled to vote, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 11.1 through 11.3 had been satisfied.

11.6 Action Without Directors. The Members may amend these Articles without an act of the directors at a meeting for which notice of the changes to be made are given.

11.7 Limitations. No amendment shall make any changes in the qualifications for members nor the voting rights of Members without the unanimous approval in writing by all Members. No amendment shall be made that this is in conflict with the Declaration.

11.8 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Orange County, Florida.

11.9 Dissolution. In the event the Association is dissolved, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization with a purpose similar to the Association.

11.10 FHA/VA Approval. As long as there is a Class B member, the following shall require approval of either the Federal Housing Administration or the Veterans Administration: Annexation of additional properties other than the Additional Property referred to in the Declaration, mortgaging of common areas, mergers, consolidations or dissolution of the Association or amendment of these Articles of Incorporation, other than amendments to correct ambiguities or scrivener's errors.

ARTICLE XII

EXISTENCE DURATION

The corporation shall commence upon filing these Articles of Incorporation with the Florida Secretary of State, Division of Corporations, and shall exist in perpetuity.

ARTICLE XIII

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws.

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ARTICLE XIV **DISSOLUTION**

14.1 The Association 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 Association, other than incident to a merger or consolidation, the assets of the Association may 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 nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

14.2 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 system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XV **MERGERS AND CONSOLIDATIONS**

15.1 Subject to the provisions of the Declaration and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall required 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 this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XVI **INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
William E. Barfield	5850 T.G. Lee Boulevard, Suite 600 Orlando, Florida 32822

ARTICLE XVII **NON-STOCK CORPORATION**

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association.

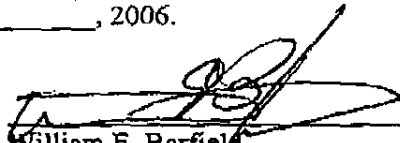
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IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 25th day of October, 2006.


William E. Barfield

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 25th day of October, 2006, by WILLIAM E. BARFIELD, who is ☒ personally known to me or ☐ has produced _____ as identification.

(SEAL)




Notary Public, State of Florida
My Commission Expires:

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**CERTIFICATE DESIGNATING
REGISTERED AGENT FOR SERVICE OF PROCESS**

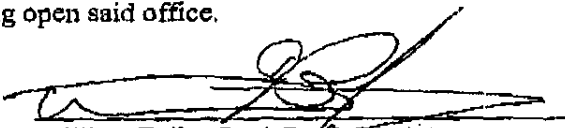
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48 and 617, *Florida Statutes*, the following is submitted in compliance with said Acts.

Clayton Estates Homeowners' Association, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 5850 T.G. Lee Boulevard, Suite 600, Orlando, Florida 32822 has named WILLIAM E. BARFIELD, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


William E. Barfield, Registered Agent

Dated: 10/25/2006