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GEOFFREY D. WITHERS

PLEASE REPLY TO:  
Winter Park

March 14, 1995

VIA FEDERAL EXPRESS

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

100001480341  
-03/15/95--01070--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Reflections Homeowners Association of  
Ocoee, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of  
Incorporation for Reflections Homeowners Association of Ocoee, Inc. Additionally,  
our firm's check in the amount of \$122.50 is also enclosed which represents payment  
of the following fees:

Filing Fee	\$ 35.00
Certified Copy of Articles	52.50
Certificate of Registered Agent	<u>35.00</u>
Total:	\$ 122.50

The enclosed copy is for certification. Please return the certified copy to the  
undersigned. For your convenience, I have enclosed a self-addressed, stamped  
envelope for returning the certified copy to my office.

Thank you very much for your prompt attention to the filing of these Articles.  
Should you have any questions whatsoever, please do not hesitate to contact me.

Very truly yours,

*Jesse E. Graham*  
Jesse E. Graham

*JMG*  
*3/16/95*

JEG/dm  
enc.

*called 3/16/95 - add the suffix  
to article I.*

TALLAHASSEE, FLORIDA  
MAR 15 1995  
11:11 AM

ARTICLES OF INCORPORATION  
OF  
REFLECTIONS HOMEOWNERS ASSOCIATION OF OCOEE, INC.,  
a Florida corporation not for profit

FILED  
2012 15 11 10:03  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statute 617, the undersigned, who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit, hereby certifies:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is REFLECTIONS HOMEOWNERS ASSOCIATION OF OCOEE, <sup>/Inc.</sup> a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

**ARTICLE II - PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 250 Park Avenue South, Suite 300, Winter Park, Florida 32789 or other location designated by the Board of Directors.

**ARTICLE III - INITIAL REGISTERED AGENT**

GEORGE WIMPEY OF FLORIDA, INC. with an office at 250 Park Avenue South, Suite 300, Winter Park, Florida 32789, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This 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 Lots and Common Area within that Property described as:

REFLECTIONS, UNIT ONE, according to the plat thereof recorded in Plat Book 34, Page 46, Public Records of Orange County, Florida.

together with such Additional Property located in Orange County, Florida, which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to hereinbelow, 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 for this purpose to:

(a) exercise of 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 for Reflections, 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 (all capitalized terms, unless otherwise provided herein, shall have the same meaning as defined in the Declaration);

(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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage or pledge, 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 utility 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) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of each class of Members unless otherwise provided in the Declaration;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under Florida Not For Profit Corporation Act by law may now or hereafter have or exercise; and

(h) to operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District Permit No. 4-095-0363 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against Members of the Association 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.

(i) to operate, maintain and manage the Common Area including, but not limited to Tracts 1, 2, 3 and 6. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance of the Common Area.

#### ARTICLE V - 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 any 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 VI - 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 (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as the determine, but in no event shall more than one (1) vote be case with respect to any Lot.

Class B. The Class B Member 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 total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership, or
- (b) ten (10) years after the date of the recording of the Declaration in the Public Records of Orange County, Florida.

#### ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than nine (9) directors, who need not be members of the Association. The initial number of directors shall be three (3) and may be changed by amendment of the By-Laws of the Association. The names and address of the persons who are to act in the capacity of directors until the selection of their successors are:

DOUGLAS F. ESHELMAN	250 Park Avenue South, Suite 300 Winter Park, Florida 32789
FREDERIC G. SCHAUB	250 Park Avenue South, Suite 300 Winter Park, Florida 32789
JOY VON WERDER	250 Park Avenue South, Suite 300 Winter Park, Florida 32789

At the first annual meeting after control of the Association has passed to the Class A Membership, the Members shall elect one (1) director for a term of one (1) year, one director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) director for a term of three (3) years. Notwithstanding the above, so long as Declarant, its successors or assigns is a Class B Member of the Association, the Declarant, its successors or assigns, shall have the right to appoint, reappoint, remove or replace the members of the Board of Directors of the Association from time to time.

## ARTICLE VIII - INCORPORATOR

The names and addresses of the incorporator of these Articles of Incorporation is as follows:

JESSE E. GRAHAM

369 N. New York Avenue  
Winter Park, Florida 32789

## ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general Membership and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent officers of this Association by the Board of Directors, the following named persons shall be the temporary officers of the Association until their successors have been duly elected:

PRESIDENT

FREDERIC G. SCHAUB

VICE PRESIDENT

DOUGLAS F. ESHELMAN

SECRETARY TREASURER

JOY VON WERDER

## ARTICLE X - BY-LAWS

By-Laws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration (FHA)/Veterans Administration (VA) shall have the right to veto amendments while there is a Class B membership.

## ARTICLE XI - DISSOLUTION

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 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 nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. 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. The dissolution procedures described in this Article XI are also subject to court approval pursuant to the provisions of The Florida Not For Profit Corporation Act.

#### ARTICLE XII - 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 perpetuity.

#### ARTICLE XIII - AMENDMENTS

Amendment of these Articles of Incorporation shall require the approval of at least two-thirds (2/3) vote of the Lot Owners.

#### ARTICLE XIV - CONFLICT

In the event that any provision of these Articles of Incorporation conflict with any provision of Declaration, the provision of Declaration in conflict therewith shall control.

#### ARTICLE XV - FHA/VA APPROVAL

As long as there is a Class B Membership, the following actions will require the prior approval of the FHA/VA: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the incorporator, has executed these Articles of Incorporation, this 3<sup>rd</sup> day of March, 1972.

Witnesses:

[Signature]  
Print Name: [Name]  
[Signature]  
Print Name: [Name]

[Signature]  
JESSE E. GRAHAM  
369 N. New York Avenue  
Winter Park, Florida 32789

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of February, 1998, by JESSE E. GRAHAM, who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC  
*Heather Trowbridge*  
Print Name: HEATHER TROWBRIDGE  
State of Florida at Large  
My Commission Expires HEATHER TROWBRIDGE  
MY COMMISSION # CC 354073  
EXPIRES: March 8, 1998  
Bonded Thru Notary Public Underwriters

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the foregoing designation as the Registered Agent for said corporation.

REGISTERED AGENT:

GEORGE WIMPEY OF FLORIDA, INC.,  
a Florida corporation

By: DF E  
DOUGLAS F. ESHELMAN  
Vice President

**SENTRY**  
**MANAGEMENT** INC.  
COMMUNITY ASSOCIATION MANAGEMENT

September 19, 199  
**N95000001261**

2180 West SR 434  
Suite 5000  
Longwood, FL 32779  
PH: 407-788-6700  
FAX: 407-788-7488

Division of Corporations  
State of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Reflections Homeowners Association of Ocoee, Inc.  
Document Number N95000001261

Gentlemen:

Would you please correct the mailing address and the business address of the subject corporation to read:

2180 West SR 434, Suite 5000  
Longwood, FL 32779-5044

We will be forwarding a Change of Registered Agent Form shortly.

Should you have reason to correspond with us concerning this association, please refer to it by name. We manage over 300 such associations and correspondence addressed to Sentry Management cannot be identified.

Thank you.

Sincerely,

SENTRY MANAGEMENT, INC.

*Sherri Barwick*

Sherri Barwick  
Manager of Operations

cc: JBaker

Keuzey  
9/23

