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November 13, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Bumby Point Neighborhood Association, Inc.

**11/010000008003**

**Filing Evidence**

☒ Plain/Confirmation Copy

☐ Certified Copy

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
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REGISTRATION/QUALIFICATION	
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	Trademark
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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J. BRYAN NOV 13 2001

**ARTICLES OF INCORPORATION  
OF BUMBY POINT NEIGHBORHOOD ASSOCIATION, INC.,  
a Florida Not-For-Profit Corporation**

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TALLAHASSEE, FLORIDA  
CLERK OF STATE

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and certify as follows:

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation shall be BUMBY POINT NEIGHBORHOOD ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", and shall have as its principal office address and mailing address at 24 Pine Street, Windermere, Florida 34786.

**ARTICLE II  
PURPOSE AND DEFINITIONS**

2.1 Purpose. The purpose for which the Association is organized is to provide an entity for the operation, management and maintenance of the Property as hereinafter defined as Lots C-37 through C-45 and the South 17.48 feet of the East 164 feet (or to the normal high water mark), Plat of Windermere, according to the Plat thereof as recorded in Plat Book G, Page 36, Public Records of Orange County, Florida, together with any property subject to the Improvement and Maintenance Agreement by and between the Association and the Town of Windermere. Further, the Association shall establish and enforce Covenants and Restrictions for the Property.

2.2 Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, directors, or officers.

2.3 Definitions. The definitions set out in Article I of the Declaration are incorporated herein by reference.

**ARTICLE III  
POWERS, DUTIES AND ASSESSMENTS**

The powers of the Association shall include and be governed by the following Provisions:

3.1 Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these articles.

3.2 Powers in the Declaration. The Association shall have all of the powers and duties set forth in the Declaration reasonably necessary to operate the Property as set forth in the Declaration.

3.3 Duties. The Association shall assist in the enforcement of the restrictions and covenants contained herein.

#### **ARTICLE IV MEMBERS**

4.1 Member. The Members of the Association shall consist of all the Owners of a Lot or Lots within the Property as defined in the Declaration, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member, unless they have obtained record title to the Lot by foreclosure or deed in lieu of foreclosure.

4.2 Change of Membership. Change in membership in the Association shall be established by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing record title to a Lot in the Property. The Owner designated by such instrument then becomes a Member of the Association and the membership of the prior Owner is terminated. The new Owner shall notify the Association of the recording of a deed or other instrument establishing record title and shall furnish the Association a certified copy of such instrument.

4.3 Membership Rights Appurtenant to Lot Ownership. The share 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 Lot.

#### **ARTICLE V VOTING RIGHTS**

Section 1. Membership. Every Owner shall be a Member of the Association, and by acceptance of a deed or other instrument evidencing ownership interest, each Owner accepts membership in the Association, acknowledges the authority of the Association as herein stated, and agrees to abide by and be bound by the provisions of these Articles of Incorporation, the Declaration of Covenants and Restrictions (hereinafter the "Declaration"), the By-Laws and other rules and regulations of the Association. In addition to the foregoing, the family guests invitees and tenants of said Owners shall, while in or on the Property, abide and be bound by the provisions of the Articles of Incorporation, the Declaration, the By-Laws and other rules and regulations of the Association.

##### Section 2. Allocation of Voting Rights.

A. Member of the Association shall be allocated votes as follows: members shall be all Owners of improved Lots. Members shall be allocated one vote for each improved Lot in which they hold the interest required for membership by Article IV herein. In no event shall more than one vote be cast with respect to any such Lot.

## **ARTICLE VI DIRECTORS**

6.1 Composition of the First Board of Directors. The name and address of the member of the first Board of Directors, who shall hold office until his successors are elected and have been qualified, or until his resignation, removal or appointment of additional directors are as follows:

Frank Buonauro  
24 Pine Street  
Windermere, Florida 34786

William Tyndal  
4 Pine Street  
Windermere, Florida 34786

J. Todd South  
8 Pine Street  
Windermere, Florida 34786

Judy Buonauro  
24 Pine Street  
Windermere, Florida 34786

6.2 Electing Officers. Directors shall be elected in the manner set forth in the By-Laws of the Association.

## **ARTICLE VII OFFICERS**

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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:

President:	FRANK BUONAURO
Vice President:	WILLIAM TYNDAL
Treasurer:	J. TODD SOUTH
Secretary:	JUDY BUONAURO

## **ARTICLE VIII BY-LAWS**

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

## **ARTICLE IX AMENDMENTS**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Notice of Amendment. A resolution for the adoption of a proposed amendment shall be included in the notice of any meeting at which proposed amendment is considered.

10.2 Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by Members having two-thirds (2/3) of the votes of the Members of the Association. Directors and Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. A resolution adopting a proposed amendment must bear the approval by the affirmative vote of one hundred percent (100%) of the votes cast at a duly held, authorized and noticed meeting of the Members with a quorum present.

10.3 Amendment by Agreement. In the alternative, an amendment may be made by an agreement signed and acknowledged by all Members of the Association, in the manner required for the execution of deeds.

10.4 Amendments. No amendment shall make any changes in the qualifications for membership or the voting rights of Members without approval in writing by all Members, except in the event of such amendment is made in accordance with the provisions of Section 10.2 hereof.

## **ARTICLE X TERM**

11.1 Term. The term of the Association shall be perpetual, unless otherwise sooner terminated.

11.2 Dissolution. The Association may be dissolved with written assent signed by not less than one hundred percent (100%) of the Votes cast at a duly held, authorized and noticed meeting of the Members with a quorum present. 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 any Common Areas or Area for which the Association has contracted to maintain must be transferred to and accepted by an entity which would be approved by the Town of Windermere prior to such termination, dissolution or liquidation.

#### **ARTICLE XI EXISTENCE AND 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 XII INCORPORATOR**


The name and address of the incorporator of the Association are as follows:

Jeffrey P. Mihausen, Esquire  
Miller, South & Milhausen, P.A.  
2699 Lee Road, Suite 120  
Winter Park, Florida 32789  
(407) 539-1638.

#### **ARTICLE XIII REGISTERED AGENT**

The street address of the Association's initial registered office is Miller, South & Milhausen, P.A., 2699 Lee Road, Suite 120, Winter Park, Florida 32789 and the name of its initial registered agent, at the address, is Jeffrey P. Milhausen, Esquire.

IN WITNESS WHEREOF, the said Incorporator has hereunto affixed his signature on this 12 day of Nov., 2001.

  
Jeffrey P. Milhausen, Incorporator  
Miller, South & Milhausen, P.A.

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICE OF PROCESS IN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act.

BUMBY POINT NEIGHBORHOOD ASSOCIATION, INC. desiring to organizing as a corporation under the laws of the State of Florida, with its registered office at Miller South & Milhausen, P.A., 2699 Lee Road, Suite 120, Winter Park, Florida 32789, has named Miller, South & Milhausen, P.A., c/o Jeffrey P. Milhausen, Esquire, 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 agree to act in such capacity, agree to comply with the provisions of all applicable laws and I state that I am familiar with and accept the obligations of my position in accordance with 617.0501, Florida Statutes.

Miller, South & Milhausen, P.A.

By: \_\_\_\_\_

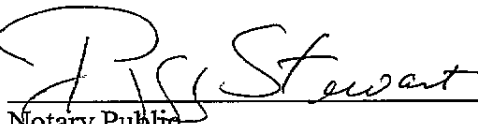
Jeffrey P. Milhausen, for the Firm

Dated: November 12, 2001

STATE OF FLORIDA )

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 12 of NOV., 2001, by Jeffrey P. Milhausen, who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
Notary Public  
Print Name: PEGGY STEWART  
My commission expires: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

