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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
WATERLEIGH MASTER COMMUNITY ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
OF
WATERLEIGH MASTER COMMUNITY ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I
NAME**

The name of this corporation shall be THE WATERLEIGH MASTER COMMUNITY ASSOCIATION, INC. (the "Master Association").

**ARTICLE II
DURATION**

Existence of the Master Association shall commence with the filing of these Articles of Incorporation ("Articles") with the Florida Department of State Division of Corporation. The Master Association shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS OF THE MASTER ASSOCIATION**

The Master Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, that certain Master Declaration of Covenants, Conditions, Easements and Restrictions for Waterleigh Development (the "Master Declaration"), to be recorded in the Public Records of Orange County, Florida. Capitalized terms used above or herein without definition shall have the same meanings given or ascribed to such terms in the Governing Documents. The Master Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the Florida Statutes, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in the Governing Documents or the Master Association Act. The Master Association shall have the power and obligation to do any and all lawful things which may be authorized, assigned, required, or permitted to be done by the Governing Documents, including, but not limited to: (i) the ownership and maintenance of all Master Common Property, including the Master Surface Water Management System and Conservation Areas; (ii) the levy and collection of Assessments against Members of the Master Association; and (iii) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Master Association as specified in the Governing Documents and/or under the Association Act. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Master Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation, if any. The Master Association is not formed for pecuniary profit and the Master Association shall not pay dividends, and no part of any income or assets of the Master Association shall be distributed to its Members, Directors or Officers as that term is defined in the Bylaws of the Master Association.

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ARTICLE IV
PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Master Association is located at c/o D. R. Horton, Inc., 6200 Lee Vista Boulevard, Suite 400, Orlando, Florida 32822.

ARTICLE V
REGISTERED OFFICE AND AGENT

D. R. Horton, Inc., whose address is c/o Gina Treadway, 6200 Lee Vista Boulevard, Suite 400, Orlando, Florida 32822, is hereby appointed the initial registered agent of the Master Association and the registered office shall be at said address.

ARTICLE VI
MEMBERSHIP

Every person or entity which qualifies as a Member of the Master Association in accordance with the Master Declaration shall be a Member of the Master Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Master Declaration, these Articles of Incorporation, the Bylaws of the Master Association, any Rules and Regulations promulgated by the Association, the Florida Not For Profit Corporation Act and the provisions of the Association Act.

ARTICLE VII
VOTING RIGHTS

7.1 A Member's right to vote in Master Association matters shall vest as set forth in the Master Declaration. All voting rights of a Member shall be exercised in accordance with and subject to the terms, conditions, restrictions, and limitations provided in the Governing Documents.

7.2 Unless elsewhere specifically provided to the contrary in the Master Declaration, these Articles, or the Bylaws, any provision of the Governing Documents which requires the vote or approval of a majority or other specified fraction or percentage of the total voting interests of the Master Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting interests of the Master Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws dealing with annual or special meetings of the Members of the Master Association.

B. Written consents signed by the majority or other specified fraction or percentage of the total voting interests of the Master Association.

7.3 Except as provided otherwise in the Master Declaration, these Articles, or the Bylaws, a quorum at meetings shall consist of thirty percent (30%) of the total voting interests in the Master Association, whether represented in person or by proxy. Subject to any contrary provision or requirement contained in the Master Declaration or the Bylaws, if a quorum is

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present, the affirmative vote of a majority of voting interests represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater vote is required by the Governing Documents or by Florida law. When a specified item of business is required to be voted upon by a particular class of Members, only a majority of the voting interests of such class of Members shall constitute a quorum for the transaction of such item of business by that class, unless provided to the contrary in the Governing Documents or otherwise required by Florida law. After a quorum has been established at a meeting, the subsequent withdrawal of a Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

ARTICLE VIII **BOARD OF DIRECTORS**

The affairs of the Master Association shall be managed by the Board, who shall be appointed or elected pursuant to the provisions of the Master Declaration and the Bylaws of the Master Association. The number of Directors constituting the initial Board shall be three (3). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Gina Treadway	D. R. Horton, Inc. 6200 Lee Vista Boulevard, Suite 400 Orlando, Florida 32822
Broc Althafer	D. R. Horton, Inc. 6200 Lee Vista Boulevard, Suite 400 Orlando, Florida 32822
Adam Schott	D. R. Horton, Inc. 6200 Lee Vista Boulevard, Suite 400 Orlando, Florida 32822

ARTICLE IX **OFFICERS**

The affairs of the Master Association shall be administered by the Officers designated in the Master Declaration and the Bylaws. Until Turnover, the Officers shall be appointed by the Declarant and shall serve at the pleasure of the Declarant; provided, however, that if at any time Declarant is not permitted under Florida law to appoint such Officers, then Declarant shall have the right to elect all such Officers. Commencing with the Turnover meeting, the Officers shall be appointed by the Board, and they shall serve at the pleasure of the Board. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

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Gina Treadway/President

D. R. Horton, Inc.
6200 Lee Vista Boulevard, Suite 400
Orlando, Florida 32822

Broc Althafer/Vice President

D. R. Horton, Inc.
6200 Lee Vista Boulevard, Suite 400
Orlando, Florida 32822

Adam Schott/Secretary & Treasurer

D. R. Horton, Inc.
6200 Lee Vista Boulevard, Suite 400
Orlando, Florida 32822

ARTICLE X **AMENDMENT**

These Articles may be changed, amended or modified at any time and from time to time, by the Members of the Master Association as and to the extent provided in, and pursuant to the procedures as set forth in the Master Declaration.

ARTICLE XI **INDEMNIFICATION**

11.1 Every Director and every Officer of the Master Association shall be indemnified by the Master Association against all expenses and liabilities, including attorneys' and other professionals' 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 the Master Association, or having served at the Master Association's request as a director or officer of any other corporation, whether or not he so serves the Master Association at the time such expenses are incurred, regardless of by whom the proceeding is 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 the Master Association approves such settlement and reimbursement as being for the best interest of the Master 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.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Master Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the Directors upon receipt of an undertaking by or on behalf of the Director or Officer of the Master Association to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Master Association as authorized by the Governing Documents.

11.3 The Master 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 Master Association, or is or was serving at the request of the Master Association as a director or officer

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of another corporation, 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 Master Association would have the power to indemnify him against such liability under the provisions of the Governing Documents.

ARTICLE XII
BYLAWS

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

ARTICLE XIII
NON-STOCK CORPORATION

The Master Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Master Association; provided, however, that membership in the Master Association may be evidenced by a certificate of membership which shall contain a statement that the Master Association is a corporation not for profit.

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert M. Poppell	420 South Orange Avenue, Suite 1200 Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has signed these Articles this 16th day of December, 2014.


Robert M. Poppell

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

Pursuant to the provisions of Chapters 48 and 617 of the Florida Statutes, the corporation identified below hereby submits the following Certificate Designating Registered Agent for Service of Process ("**Certificate**") in designation of the registered office and registered agent in the State of Florida.

The Waterleigh Master Community Association, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 6200 Lee Vista Boulevard, Suite 400, Orlando, Florida 32822, has named D. R. Horton, Inc., located at the above-registered office, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above-stated corporation, and agree to comply with the provisions of all laws applicable to the performance of such office.

D. R. HORTON, INC., a Delaware corporation

By: Donna L. Pope

Print Name: Donna L. Pope

Title: Vice President

Dated: December 16, 20 14