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From: GAIL S. ANDRE'

**Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
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PLEASE ARRANGE FILING OF THE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, MAY 2, 2003, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL ANDRE'

FLORIDA NON-PROFIT CORPORATION

WESTYN BAY COMMUNITY ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
WESTYN BAY COMMUNITY
ASSOCIATION, INC.,
A NON-PROFIT CORPORATION

In compliance with the requirements of Florida Statutes, Chapters 617 and 720, the undersigned, who is a resident of the State of Florida, and who is of full age, has this day formed a Florida corporation not for profit, and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is WESTYN BAY COMMUNITY ASSOCIATION, INC., a Florida corporation not-for-profit (hereafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 423 S. Keller Road, Suite 201, Orlando, Florida 32810.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 423 South Keller Road, Suite 201, Orlando, Florida 32810, and Howard B. Lefkowitz is hereby appointed the initial registered agent of this Association at that address.

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

H03000184839 6

architectural control of the Lots, Residential Property and Common Property within that certain tract of property described as:

All of WESTYN BAY - PHASE 1, according to the Plat thereof as recorded or to be recorded among the Public Records of Orange County, Florida.

together with such additional lands, if any, 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 hereto be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Westyn Bay, hereinafter called the "Declaration" (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration), applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, 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) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.
- (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 consistent with the terms of the Declaration.
- (d) File suits and/or pursue such legal rights and remedies as are available to the Association.
- (e) Operate, maintain, and manage the Surface Water or Stormwater Management System in a manner consistent with the applicable permits, requirements and rules of the St. Johns River Water Management District and assist in the enforcement of that portion of the Declaration which relates to the Surface Water or Stormwater Management System.
- (f) Levy and collect adequate assessments against the Members of the Association, including, but not limited to, assessments sufficient for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

H03000184839 6

ARTICLE VMEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot or Residential Property shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Article V, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association shall be appurtenant to each Lot or Residential Property and may not be separated from ownership of said Lot or Residential Property. The record title holder to each Lot or Residential Property shall automatically become a Member of the Association and shall be assured of all rights and privileges thereof upon compliance with the requirements of Article III of the Declaration. To the extent that any conveyance of a Lot or Residential Property shall pass title to a new Owner from an existing Owner, membership in the Association shall be transferred from the existing Owner to the new Owner. In no event shall any mortgagee or other party holding any type of security interest in a Lot or Residential Property be a Member of the Association unless and until any of said parties obtain or receive fee simple title to such Lot or Residential Property.

ARTICLE VIVOTING RIGHTS

The Association shall have three (3) classes of voting membership:

Class A. Class A Members shall be all Owners of improved Residential Units, and all Owners of Lots who are not Class B Members or Class C Members. Class A Members shall be allocated one vote for each platted Lot in which they hold the interest required for such membership by Section 3.1 of the Declaration.

Class B. Class B Members shall be Owners of Residential Property and/or platted Lots (other than the Declarant prior to conversion of the Class C membership to Class A membership) with respect to which either (i) a fully completed Residential Unit has not yet been permitted for occupancy, or (ii) if such a Residential Unit has been permitted for occupancy, the title thereto is owned by a licensed builder and has not yet been transferred by the builder to a homeowner. Class B members shall be allocated one vote for each Residential Unit allowable under the Plan to the Residential Property and/or platted Lots owned by the Class B member.

Class C. The Class C Member(s) shall be the Declarant(s), or their specifically designated (in writing) successor(s). Until the Class C membership ceases as hereinafter provided and is converted to Class A membership, the Declarant shall have the right to take all actions required or permitted to be taken by the Association. The Class C Member shall be allocated three (3) votes for each vote accorded to each Class A Member and Class B Member hereunder (if there is more than one Class C Member, the total votes attributable to Class C membership shall be divided in accordance with the

H03000184839 6

ratio of Lots as shown on the Plan owned by each Class C Member at the time of inclusion or annexation among this Declaration to the total Lots owned by all Class C Members among the Properties). Subject to Section 8.6A of the Declaration, the Class C membership shall cease and become converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(i) Twenty (20) years from the date of recording of the Declaration among the Public Records of Orange County, Florida;

(ii) When ninety percent (90%) of the maximum number of Residential Units allowed under the Plan have been conveyed to Residential Unit Owners; or

(iii) At an earlier time determined by Declarant in its sole discretion;

provided, however, that as required by Section 8.6A of the Declaration, turnover shall not occur sooner than the point in time at which certificates of occupancy have been issued for seventy percent (70%) of the maximum number of Residential Units allowed under the Plan, as defined in the Declaration.. Within three (3) months after the happening of the event triggering turnover pursuant to the foregoing, the Declarant shall (pursuant to Article XVI of the Declaration) conduct a turnover meeting for the purpose of turning over the Association to the Residential Unit and Lot Owners and electing new directors of the Association.

Upon such turnover the Members shall be obligated to elect not less than two (2) persons to the Board of Directors and assume control of the Association as provided in the Declaration. Upon termination of the Class C membership as provided for herein, the Class C membership shall convert to Class A membership with voting strength as set forth above for Class A membership (or, if not all of the Residential Property has been platted, with voting strength as set forth above for Class B membership with respect thereto); provided, however, that pursuant to Section 16.4 of the Declaration, the Declarant shall have the right to appoint one (1) person to the Board of Directors so long as Declarant shall own any land within the Properties which includes at least five percent (5%) of the Lots authorized for development pursuant to the Plan.

ARTICLE VII

SUBSCRIBER

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

Howard B. Lefkowitz

423 South Keller Road, Suite 201
Orlando, Florida 32810

H03000184839 6

H03000184839 6

ARTICLE VIIIBOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association; provided, however, the Board shall consist of an odd number of Directors. The initial Board of Directors shall consist of three (3) Directors, who shall serve until the appointment of their successors as provided in the Declaration or the election of their successors as provided in the Bylaws, as the case may be.

The names and addresses of the initial Directors are as follows:

Howard B. Lefkowitz	423 South Keller Road, Suite 201 Orlando, Florida 32810
Nancy Potvin	423 South Keller Road, Suite 201 Orlando, Florida 32810
Jay V. Diceglie	423 South Keller Road, Suite 201 Orlando, Florida 32810

At the first annual meeting of the Members in which the Class A Members are eligible to elect all the Directors, the Members shall elect three Directors, consisting of one (1) Director for a term of three (3) years, one (1) Director for a term of two (2) years and one (1) Director for a term of one (1) year. At each annual meeting thereafter, the Members shall elect one (1) Director for a term of three (3) years.

ARTICLE IXOFFICERS

The affairs of the Association shall be administered by the Officers as 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 elected by the Board of Directors, are as follows:

PRESIDENT/SECRETARY & TREASURER	Howard B. Lefkowitz 423 South Keller Road, Suite 201 Orlando, Florida 32810
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ARTICLE XDISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) 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 conveyed or dedicated as provided in Section 15.12 of the Declaration. In the event that such conveyance or dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to similar purposes and which is acceptable to both the City of Ocoee and the St. Johns River Water Management District. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes, Section 617.05. Notwithstanding anything herein to the contrary, in the event of the 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 must be approved by both the City of Ocoee and the St Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIDURATION

The existence of this Association shall commence at the time of the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE XIIAMENDMENTS

Amendment of these Articles must be approved by a vote of seventy-five percent (75%) of each class of Members in person or by proxy at a meeting duly called for such purpose, subject to the same limitations as are set forth in Section 15.6 of the Declaration. Provided, however, these Articles may be amended at any time by action of the Board of Directors to clarify ambiguities, correct scrivener's errors, or comply with applicable FHA, VA, FNMA or FHLMC requirements.

H03000184839 6

ARTICLE XIIIBYLAWS

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

ARTICLE XIVDECLARATION AND BYLAWS

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

ARTICLE XVINDEMNIFICATION

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

ARTICLE XVIFHA/VA APPROVAL

So long as the Class C Membership in the Association exists, the following actions will require the prior approval of FHA/VA: annexation of additional properties other than the "Additional Property" defined as such in the Declaration (the legal description of which is attached as Exhibit "B" to the Declaration); mergers and consolidation; mortgaging and/or

H03000184839 6

dedication of Common Areas; dissolution; and amendment of these Articles (except amendments by Declarant to clarify ambiguities and scrivener's errors or to comply with applicable FHA/VA requirements).

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 28th day of April, 2003.

Signed, sealed and delivered
in the presence of:

Nancy C. Potvin

Print Name: NANCY C. POTVIN

Howard B. Lefkowitz

Howard B. Lefkowitz

Melissa Davis Seitzman

Print Name: MELISSA DAVIS SEITZMAN

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

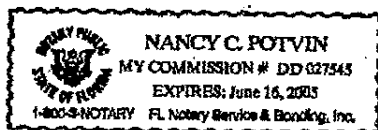
Howard B. Lefkowitz

Howard B. Lefkowitz

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of April, 2003, by Howard B. Lefkowitz. He is personally known to me or has produced as identification.

(NOTARY SEAL)



Nancy C. Potvin

Notary Public Signature

NANCY C. POTVIN

Typed/Printed Notary Name

Notary Public - State of Florida

Commission No.: DD 027543

My Commission Expires: 6/16/2005

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ALLAHASSEE, FLORIDA

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