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TALLAHASSEE, FLORIDA

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Reply To:
Maitland

July 2, 2002

Secretary of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: **Butler Bay Association, Inc.**
Articles of Amendment to Articles of Incorporation

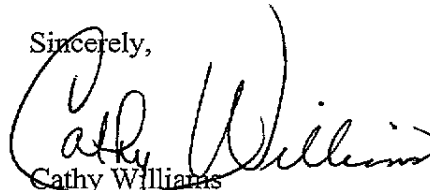
Dear Sir or Madam:

500006235825--9
-07/08/02--01009--014
*****35.00 *****35.00

Please find enclosed the original and one copy of the Articles of Amendments to Articles of Incorporation for the above-referenced corporation. Please file the original, conform the copy and return it to me in the enclosed self-addressed, stamped envelope. Also enclosed is a check in the amount of \$35.00 payable to the Secretary of State to cover the filing fee.

If you have any questions, please contact me.

Sincerely,

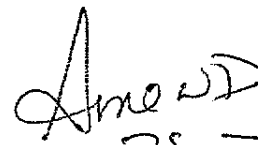

Cathy Williams
Secretary to C. John Christensen

/caw
Encls.

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ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF BUTLER BAY ASSOCIATION, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED OFFICERS of the BUTLER BAY ASSOCIATION, INC., the not-for-profit Florida corporation organized and existing to operate and maintain the LAKE BUTLER ESTATES, BUTLER BAY UNIT I, BUTLER BAY UNIT TWO, BUTLER BAY UNIT THREE subdivisions, pursuant to the Amendments to and Consolidation of Declarations of Covenants, Conditions and Restrictions for Lake Butler Estates and Supplemental Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit I, the Supplemental Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Two, and the Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Three, respectively, as amended (the "Declarations"), as filed in O.R. Book 3454, Pages 1086-1104, O.R. Book 3474, Pages 798-816, and O.R. Book 3808, Pages 1478-1500, et. seq., respectively, of the Public Records of Orange County, Florida, hereby certify and confirm that the amendments attached hereto were approved by not less than seventy-five percent (75%) of the entire Association membership executing consents voting for the amendments. The undersigned certify that the amendments were proposed and adopted in accordance with the subdivision documents, and applicable law. The number of votes was sufficient for adoption.

Executed this 26 day of June 2002.

Signed, sealed and delivered
in the presence of witnesses:

Beverly W. Coleman
Print Beverly W. Coleman

Cheryl Tyndall
Print Cheryl Tyndall

Beverly W. Coleman
Print Beverly W. Coleman

Cheryl Tyndall
Print Cheryl Tyndall

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Darrell Gardner and Kenneth Harker, to me personally known to be the President and Secretary, respectively, of the BUTLER BAY ASSOCIATION, INC., or having produced _____ as identification and did/did not take an oath, and they severally acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said Corporation.

WITNESS my hand and official Seal in the State and County last aforesaid, this
26 day of June, 2002.

Cheryl Tyndall
Notary Public, State of Florida at Large.

Printed Name: _____

My commission expires CHERYL K. TYNDALL

Notary Public, State of Florida
My comm. exp. Feb. 17, 2006
Comm. No. DD 092769

Attachments

AMENDMENTS
TO
ARTICLES OF INCORPORATION
OF
BUTLER BAY ASSOCIATION, INC.

Additions indicated by underlining
Deletions indicated by strike-through

The undersigned subscribers to these Articles of Incorporation (the "Articles"), each a natural person competent to contract, and a resident of the State of Florida, ~~have this day~~ voluntarily associated themselves together for the purpose of forming a corporation not for profit under authority of Chapter 617, Florida Statutes.

ARTICLE I

Name

The name of the corporation is BUTLER BAY ASSOCIATION, INC., sometimes hereinafter referred to as the "Association".

ARTICLE II

Principal Office

The principal office of the Association is currently located at 2180 West S.R. 434, Suite 5000, Longwood 310 South Dillard Street, Winter Garden, Florida 32779 87. The office location may be changed at any time by the Board of Directors without the necessity of amending this Article.

ARTICLE III

Purposes and Powers

The Association has been formed as a non-profit corporation to provide for the ownership, maintenance, preservation and architectural control of ~~the residential lots and certain recreational~~ common and dedicated properties located in a development whose subdivisions are known as LAKE BUTLER ESTATES, BUTLER BAY UNIT I, BUTLER BAY UNIT TWO, BUTLER BAY UNIT THREE, all situate in Orange County, Florida, hereinafter referred to as the "Properties", which terms shall have the same meaning attributable to ~~it~~ them as defined in the Amendments to and Consolidation of Declarations of Covenants, Conditions and Restrictions for Lake Butler Estates and Supplemental Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit I, the Supplemental Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Two, and the Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Three, respectively, as amended (the "Declarations") filed in O.R. Book 3454-182, Pages 1086-1104, O.R. Book 3474, Pages 798-816, and O.R. Book 3808, Pages 1478-1500, et. seq., respectively, 2532-2546 of the Public Records of Orange County, Florida, ~~and a copy of which is on file in the offices of Lake Butler Estates.~~

PURPOSES: The Association shall exist for all of the following purposes:

- (a) To own, operate and maintain certain common and dedicated properties within the Properties (as defined in the Declarations);
- (b) To maintain the landscaping and other improvements on the boulevards, entrances, medians, common and all other dedicated areas within the Properties;
- (c) To maintain street lights, roads, directional signs, sign lighting and utilities within the Properties, if necessary; and
- (d) To take such actions as the Association is authorized pursuant to its Articles of Incorporation and By-laws ~~to take~~ to maintain the common and dedicated residential quality of the Properties.

POWERS: The Association shall have all of the common law and statutory powers of a Florida corporation not for profit which are consistent with these Articles and with the Declarations and all of the powers and authority reasonably necessary or appropriate to the operation of recreational, common and dedicated properties serving a residential community including, but not limited to, the following powers:

- (a) To exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declarations, as the same may be amended from time to time as therein provided, and the Declarations ~~is~~ are hereby incorporated herein by reference and made a part hereof;
- (b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments and assessment liens pursuant to the terms of the Declarations; 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) To enforce any and all covenants, conditions, restrictions and agreements applicable to the Properties;
- (d) To pay taxes, if any, on the Common Areas and Dedicated areas and any other common and dedicated properties of the Association;
- (e) To 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;
- (f) To borrow money, and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, provided that such borrowing shall have the assent of the Members holding two-thirds (2/3rds) of the voting rights of the ~~Class A Members and the Class B Member~~;
- (g) To dedicate, sell or transfer all or any part of the Common Areas and the Dedicated Areas and any other common area or assets owned by the Association 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 agreeing to such dedication or transfer signed by the Members holding two-thirds (2/3rds) of the voting rights of all Members has been recorded;
- (h) To participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional Common Areas or Dedicated Areas, provided further that no such assent shall be required as a condition to accepting conveyance of Common Areas pursuant to the Declarations or to accepting conveyance of Dedicated Areas pursuant to the Declarations;

- (i) Subject always to the Declarations, to have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes, by law may now or hereafter have or exercise.

ARTICLE IV

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as defined in the Declarations) which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association (hereinafter referred to as "Member"). The foregoing shall not 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 V

Voting Rights

~~The Association shall have two classes of voting membership:~~

~~Class A. Class A Members shall be owners of a fee or an undivided fee interest in any Lot, 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.~~

~~Class B. The Class B Member shall be the Declarant and shall be entitled to forty (40) votes for each Lot owned. The term "Declarant" shall have the same meaning attributable to it as defined in the Declaration of Covenants, Conditions and Restrictions for Lake Butler Estates filed in O.R. Book 3182, Pages 2532-2546 of the Public Records of Orange County, Florida, and a copy of which is on file in the offices of Lake Butler Estates.~~

ARTICLE VI

Quorum

The Members holding a majority of the voting rights of the Association, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If less than such majority of votes are represented at a meeting, a majority of the votes so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present at a duly constituted meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

ARTICLE VII

Board of Directors

The affairs of the Association shall be managed by a Board of Directors who ~~need not~~ shall be Members, or spouses of members, of the Association. The number of directors may be changed by the Members in accordance with the By-Laws of the Association, but shall not be less than three (3). ~~The names and residence addresses of the persons who are to act in the capacity of directors until the selection of their successors are:~~

| Name | Address |
|------------------------------|--|
| William E. Coggin | 1229 Kelso Boulevard Winter Garden, Florida 32787 |
| Robert A. Davis | Park Avenue Windermere, Florida 32786 |
| William W. Tew | 2421 South Bumby Orlando, Florida 32806 |

~~The directors may, by by law, fix the term of office for all directors. However, u~~ Unless contrary provisions are made by By-law, each director's term of office shall be for one year, but all directors shall continue in office until their successors are duly elected and installed. There shall be held at each annual meeting of the Association an appointment ~~election~~ of directors. Directors may serve successive annual terms without limitation.

ARTICLE VIII

Officers

The affairs of the Association shall be administered by a president, a secretary and a treasurer and such other officers as may be 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 shall serve at the pleasure of the Board of Directors. ~~The names and residence addresses of the officers who shall serve until the first election by the Board of Directors are as follows:~~

| Office | Name | Residence |
|-----------|------------------------------|--|
| President | Robert A. Davis | Park Avenue Windermere, Florida 32786 |
| Secretary | William E. Coggin | 1229 Kelso Boulevard Winter Garden, Florida 32787 |
| Treasurer | William E. Coggin | 1229 Kelso Boulevard Winter Garden, Florida 32787 |

ARTICLE IX

Membership in Butler Chain Conservation Association

Each Member shall become a member of Butler Chain Conservation Association upon becoming a Member of the Association. Dues for membership in Butler Chain Conservation Association shall be paid from the ~~Original Assessment and Annual Assessments~~ paid by each Member pursuant to the Declarations and By-Laws of the Association.

ARTICLE X

Dissolution

The Association may be dissolved with the consent given in writing and signed by Members holding two-thirds (2/3rds) of the voting rights of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such

dedication, than such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE XI

Indemnification

~~The Association shall, and does hereby, indemnify any persons ("Indemnites") for any and all liability arising from their official capacities or from any acts committed or failure to act by them in the official capacities as officers or directors of the Association, including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of their duty to the Association, and resulting from judgments, fines, or amounts paid in settlement which are incurred in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether such action, suit or proceeding is brought by or in the right of the Association, or other parties, and whether such action, suit or proceeding is commenced during or subsequent to their tenure as officers or directors of the Association ("Actions").~~

~~The Association will reimburse Indemnites for any and all actual and reasonable expenses, including, without limitation, attorney's fees and court costs in trial and appellate tribunals ("Expenses") as incurred by Indemnites in any actions. Notwithstanding anything herein to the contrary, the Association shall not indemnify Indemnites for any liability or expenses incurred for actions which constitute gross negligence or willful misconduct, as such terms are used in Section 607.014(6) of the Florida Statutes. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which Indemnites are entitled including, without limitation, those rights conferred by the Florida Statutes or the By-Laws, Articles of Incorporation or any agreement executed by the Association. The indemnification provided for herein shall be subject to the provisions of Section 607.014(2) of the Florida Statutes.~~

11.1 Indemnity. The Association shall indemnify any officer, director, or committee member 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, officer, or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or 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, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which 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, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors, and committee members as permitted by Florida law.

11.2 Defense. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.3 Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected director,

officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article.

11.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee, or agent of the Association, or a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, 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 this Article.

11.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

11.7 Delegation. To the extent permitted by law, the powers and duties of the directors and officers may be delegated for the purpose of management.

ARTICLE XII

By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a vote of a majority of a quorum of the Members as set forth in the Bylaws holding a majority of the voting rights of the Association present in person or by proxy.

ARTICLE XIII

Duration

The Association shall have perpetual existence.

ARTICLE XIV

Amendments

The Articles may be amended by resolution adopted by the Members holding seventy-five percent (75%) of the voting rights of all Members of the Association at a meeting called for the purpose of considering the amendment of these Articles, ~~or by resolution unanimously adopted by the Board of Directors~~; provided, however, that no amendment shall be effective to impair or dilute any rights or obligations of Members that are governed by the Declarations (as, for example, membership and voting rights) which are part of the property interests created thereby.

ARTICLE XV

Subscribers

The names and residences of the subscribing incorporators of these Articles of Incorporation are were:

| Name | Address |
|-------------------|---|
| William E. Coggin | 1229 Kelso Boulevard Winter Garden, Florida 32787 |
| Robert A. Davis | Park Avenue Windermere, Florida 32786 |
| William W. Tew | 2421 South Bumby Orlando, Florida 32806 |

ARTICLE XVI

Registered Office - Registered Agent

The registered office of the Association is currently at ~~310 South Dillard Street, Winter Garden~~ Sentry Management, Inc., 2180 West S.R. 434, Suite 5000, Longwood, Florida 32779. The registered agent is ~~William E. Coggin~~ James W. Hart, Jr., a resident of the State of Florida whose business office is identical with that of the registered office. The Board of Directors may change the registered office and registered Agent at any time without the necessity of amending these Articles of Incorporation.

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